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COMPANIES FORM No. 395

Particulars of a mortgage or charge

A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge.

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies
(Address overleaf - Note 6)

For official use

Company number

13

03720556

Name of company

* HUNTER-FLEMING LIMITED

Date of creation of the charge

11 AUGUST 2005

Description of the instrument (if any) creating or evidencing the charge (note 2)

Deed of Variation (the "Deed") to the Debenture created 31 January 2005 in favour of the MTI Partnerships (as defined below) (the "Debenture").

Amount secured by the mortgage or charge

The Deed varies the definition of the amount secured by the Debenture by amending the definition of "Loan" to read as follows:

"the Loan Agreement between the MTI Partnerships and the Company dated 31 January 2005 and any subsequent variation to that agreement agreed between the MTI Partnerships and the Company from time to time and a Loan Stock Instrument daed 11 August 2005 creating £750,000 secured redeemable Loan Stock and any other loan or loan stock agreement or instrument made between the Company and the MTI Partnershs from time to time."

Names and addresses of the mortgagees or persons entitled to the charge

MTI4 Limited Partnership and MTI4 "B" Limited Partnership each of Langley Place, 99 Langley Road, Watford, Hertfordshire ("the MTI Partnerships")

Postcode WD17 4BE

Presentor's name address and reference (if any):

Nabarro Nathanson
Lacon House
Theobald's Road
London
WC1X 8RW

Ref:BN/BSM/M2752/48/50303170

Time critical reference

For official Use (02/00)
Mortgage Section

Post room



A44
COMPANIES HOUSE

AH61892G

0412
23/08/05

Short particulars of all the property mortgaged or charged

The Deed made no variation to the particulars of the property mortgaged or charged by the Debenture which are as set out on the attached list, which was also attached to the original Form M395 filed in respect of the Debenture.

Please do not write in this margin

Please complete legibly, preferably in black type, or bold block lettering

Particulars as to commission allowance or discount (note 3)

N/A

Signed Nathan Nathan

Date 22 August 2005

On behalf of ~~XXXXXX~~ [mortgagee/chargee] †

A fee is payable to Companies House in respect of each register entry for a mortgage or charge. (See Note 5)

† delete as appropriate

Notes

- 1 The original instrument (if any) creating or evidencing the charge, together with these prescribed particulars correctly completed must be delivered to the Registrar of Companies within 21 days after the date of creation of the charge (section 395). If the property is situated and the charge was created outside the United Kingdom delivery to the Registrar must be effected within 21 days after the date on which the instrument could in due course of post, and if dispatched with due diligence, have been received in the United Kingdom (section 398). A copy of the instrument creating the charge will be accepted where the property charged is situated and the charge was created outside the United Kingdom (section 398) and in such cases the copy must be verified to be a correct copy either by the company or by the person who has delivered or sent the copy to the Registrar. The verification must be signed by or on behalf of the person giving the verification and where this is given by a body corporate it must be signed by an officer of that body. A verified copy will also be accepted where section 398(4) applies (property situate in Scotland or Northern Ireland) and Form No. 398 is submitted.
- 2 A description of the instrument, eg "Trust Deed", "Debenture", "Mortgage", or "Legal charge", etc, as the case may be, should be given.
- 3 In this section there should be inserted the amount or rate per cent. of the commission, allowance or discount (if any) paid or made either directly or indirectly by the company to any person in consideration of his;
(a) subscribing or agreeing to subscribe, whether absolutely or conditionally, or
(b) procuring or agreeing to procure subscriptions, whether absolute or conditional,
for any of the debentures included in this return. The rate of interest payable under the terms of the debentures should not be entered.
- 4 If any of the spaces in this form provide insufficient space the particulars must be entered on the prescribed continuation sheet.
- 5 A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge. Cheques and Postal Orders must be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is: Companies House, Crown Way, Cardiff CF14 3UZ

Attachment to FORM 395 – Short Particulars of Property or Mortgage Charged

HUNTER-FLEMING LIMITED Co Number 3720556

Dated 31 January 2005

- (a) by way of legal mortgage, all freehold and leasehold property now vested in the Company, together with all buildings, fixtures (including trade fixtures) and fixed plant and machinery from time to time on that property;
- (b) by way of fixed charge, all estates or interests in any freehold and leasehold property of the Company (not being property charged by Clause 3.1(a)) now and in the future vested in the Company, together with all buildings, fixtures (including trade fixtures) and fixed plant and machinery from time to time on that property;
- (c) by way of fixed charge, all present and future goodwill and uncalled capital from time to time of the Company;
- (d) by way of fixed charge, all book debts and other debts now and in the future due or owing to the Company;
- (e) by way of fixed charge, all copyrights, patents and registered and unregistered designs (including applications and rights to apply for any of them) inventions, rights in trade marks and service marks whether registered or not (including applications and rights to apply for any of them) confidential information and know-how and fees, royalties and other rights of every kind deriving from copyright, patents, registered or unregistered designs or inventions now or at any time hereafter belonging to the Company and the benefit (subject to the burden) of any and all agreements, arrangements and licences in connection with any of the foregoing;
- (f) by way of fixed charge all stocks, shares (including but not limited to shares in any subsidiary), debentures, loan capital of any other body corporate now or at any time hereafter belonging to the Company, together with all dividends, interest and other income and all other rights of whatsoever kind deriving from or incidental to any of the foregoing;
- (g) by way of fixed charge all plant, vehicles and machinery now or at any time hereafter belonging to the Company (excluding however plant and machinery for the time being forming part of its in trade or work in progress);
- (h) by way of fixed charge the benefit of all contracts, agreements, licences, consents and authorisations (statutory or otherwise) ("Contracts") held in connection with its business or the use of any of the Assets and the right to recover and receive all compensation which may be payable to it in respect of them; and
- (i) by way of floating charge, all the Company's present and future undertaking and assets, whatever and wherever, including (without limitation) all other property and assets not subject to an effective fixed charge under this Debenture.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

Pursuant to section 401(2) of the Companies Act 1985

COMPANY No. 03720556

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEED OF VARIATION DATED THE 11th AUGUST 2005 AND CREATED BY HUNTER-FLEMING LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO MTI4 LIMITED PARTNERSHIP AND MTI4 B LIMITED PARTNERSHIP UNDER THE TERMS OF THE AFOREMENTIONED INSTRUMENT CREATING OR EVIDENCING THE CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 23rd AUGUST 2005.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 31st AUGUST 2005.

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Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES