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COMPANIES FORM No. 395

083249/13

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.

CHFP025

Please do not write in this margin

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

*insert full name of Company

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number

[Q][I][I][I]

3720556

Name of company

* HUNTER-FLEMING LIMITED

Date of creation of the charge

27 July 2005

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

Debenture

Amount secured by the mortgage or charge

All monies and liabilities now or at any time or times hereafter due, owing or incurred by the Company to the Chargee whether actual or contingent and whether as principal, surety or otherwise arising pursuant to the discharge by the Chargee under any guarantee or indemnity given by the Chargee of any obligations of the Company from time to time to the Company's bankers or any other person and together also with all charges, costs and expenses payable in connection therewith.

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

James Robert Murray and Susan Jane Murray
The Keep, 17 Mount Boone, Dartmouth, Devon

Postcode TQ6 9PB

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

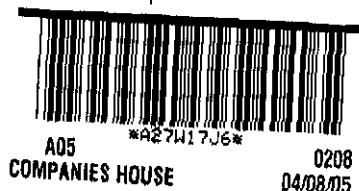
Burroughs Day
14 Charlotte Street
Bristol
BS1 5PT

MJR/TA/HUN24

Time critical reference

For official Use (02/00)
Mortgage Section

Post room



Short particulars of all the property mortgaged or charged

A) By way of fixed charge all freehold and leasehold property of the Company now or hereafter vested in it, in each case together with all buildings, fixtures (including trade fixtures) and fittings and fixed plant and machinery from time to time thereon and therein and the proceeds of sale thereof;

B) By way of fixed charge the goodwill and the uncalled capital for the time being of the Company;

C) By way of fixed charge the book debts and other debts due or owing to the Company both present and future;

D) By way of fixed charge all patents (including applications, improvements, extensions and rights to apply therefor), designs (whether registered or unregistered), copyrights, inventions, design right, trade marks and service marks (whether registered or unregistered), utility models, trade and business names, know-how, formulae, confidential information, trade secrets and computer software programs and systems (including the benefit of any and all agreements, licences and consents relating to any of the foregoing) and all fees, royalties and other rights derived therefrom or incidental thereto in any part of the world;

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this margin

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

Particulars as to commission allowance or discount (note 3)

Nil

Signed

R. Knight Day

Date 03.08.2005

On behalf of [company] [mortgagee/chargee] †

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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

**Particulars of a mortgage or charge
(continued)**

CHFP025

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write in this
binding margin

Continuation sheet No 1
to Form No 395 and 410 (Scot)

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

Company Number

3720556

Name of Company

HUNTER-FLEMING LIMITED

Limited*

* delete if
inappropriate

Description of the instrument creating or evidencing the mortgage or charge (continued) (note 2)

Amount due or owing on the mortgage or charge (continued)

Please do not
write in this
binding margin

*Please complete
legibly, preferably
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bold block lettering*

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write in this
binding margin

Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)

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

E) By way of fixed charge all plant and machinery, computers, office and other equipment now or hereafter belonging to the Company and the full benefit of any warranties or maintenance contracts for any of the same;

F) By way of fixed charge all stocks, shares and other securities now or hereafter belonging to the Company together with all dividends and other rights deriving therefrom;

G) By way of floating charge all other the undertaking and all other property and assets of the Company both present and future and any item described in (A)-(F) above (if and to the extent that the charges thereon shall be ineffective as fixed charges).

Note: Paragraph 14 of Schedule B1 of the Insolvency Act 1986 shall apply to any floating charge created by the debenture.

Note: The Company shall not without the previous written consent of the Chargee during the continuance of the debenture:-

i) create, extend or permit to subsist any mortgage or charge or other security interest of any kind upon any part of the property or assets thereby charged which would rank either in priority to or pari passu with the charges thereby created;

ii) allow any lien to arise on or affect any part of the property or assets thereby charged except in the case of a lien arising by operation of law in the ordinary course of business.

*Please complete
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in black type, or
bold block lettering*

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 DEBENTURE DATED THE 27th JULY 2005 AND CREATED BY HUNTER-FLEMING LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO JAMES ROBERT MURRAY AND SUSAN JANE MURRAY ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 4th AUGUST 2005.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 10th AUGUST 2005.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —