COMPANIES FORM No. 395

Particulars of a mortgage or charge

Please do not this margin

Pursuant to section 395 of the Companies Act 1985

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

To the Registrar of Companies (Address overleaf - Note 5)

Name of company

For official use

Company number

808961

* insert full name of Company

Instruments Limited

Date of creation of the charge

26th March 1996

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

Charge over Cash Deposits

Amount secured by the mortgage or charge

230,000-00 lodged in Account No 90330250 at Adam & Co, 22 Charlotte Square Edinburgh Sort Code 83-91-35

All monies and obligations under the Secured Agreement. and/or the Charge. 06

T-the Secured Agreement ordler this charge

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

Technical - General Guarantee Company 1 15 Victoria Street Postcode IMI 2 L W

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

(Ref 497) me G. Alvey Eldon Chambers 30 Fleet Street London EC47 IAH

Time critical reference

For official Use Mortgage Section



COMPANIES HOUSE 28/03/96

Short particulars of all the property mortgaged or charged

First fixed Charge
The Deposit and all the entitlements to interest
the right to repayment and other rights and
benefits accruing to or arising in connection
with the Deposit

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)

Signed

Gilloug

Date 27-3-96

On behalf of [company][mortgagee/chargec]+

t delete as appropriate

Notes

- 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.
- A description of the instrument, eg "Trust Deed", "Debenture", "Mortgage", or "Legal charge", etc, as the case may be, should be given.
- 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.
- If any of the spaces in this form provide insufficient space the particulars must be entered on the prescribed continuation sheet.
- 5 The address of the Registrar of Companies is:-

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 00808961

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A CHARGE OVER CASH DEPOSIT DATED THE 26th MARCH 1996 AND CREATED BY RAYLEIGH INSTRUMENTS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO TECHNICAL & GENERAL GUARANTEE COMPANY LIMITED UNDER THE TERMS OF THE SECURED AGREEMENT AND/OR THIS CHARGE ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 4th APRIL 1996.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 11th APRIL 1996.

RICHARD NEIL ONENS

for the Registrar of Companies