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CHFP025

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

*insert full name of Company

COMPANIES FORM No. 395 088766 /20

Particulars of a mortgage or charge

395

A fee of £10 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: 2694909

Name of company

* Tim Martindale Associates Limited

Date of creation of the charge

12 April 2002

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 which will from time to time (and whether on or at any time after demand) be due, owing or incurred in whatsoever manner to the Chargee by the Company whether actually or contingently, solely or jointly and whether as principal or surety and whether or not the Chargee shall have been an original party to the relevant transaction and including interest, discount, commission and other lawful charges or expenses which the Chargee may in the course of its business charge or incur in respect of any those matters or for keeping the Company's account prior, and so that the interest shall be computed and compounded according to the usual Chargee's rates and practice as well after as before any demand made or decree obtained under this Debenture

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

Bank of Scotland plc (the Governor & Company of).
The Mound
Edinburgh

Postcode EN1 1YZ

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

Hewitson Becke+Shaw
Shakespeare House
42 Newmarket Road
Cambridge
CB5 8EP

Time critical reference

For official Use
Mortgage Section

Post room

AFIPXA9C
A50 COMPANIES HOUSE 0748 25/04/02

Short particulars of all the property mortgaged or charged

By way of legal mortgage all the freehold and leasehold property vested in *the Company*.
By way of fixed charge:
All future freehold and leasehold property belonging to the Company together with all fixtures plant and machinery.
All present and future interests of the Company in or over land or the proceeds of sale of it.
All the Company's goodwill and uncalled share capital.
All present and future stocks shares and other securities owned by the Company.
All intellectual property present and future owned by the Company.
All present and future book and other debts of the Company.
All present and future plant and machinery not otherwise charged.
All present and future bank accounts, cash at bank and credit balances of the Company.
By way of floating charge all other assets not affectively otherwise charged.

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 T.C.L. Date 24/4/02

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

A fee of £10 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 Cheques and Postal Orders are to be made payable to **Companies House.**

6 The address of the Registrar of Companies is:-

Companies House, Crown Way, Cardiff CF14 3UZ

FILE COPY

CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02694909

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 12th APRIL 2002 AND CREATED BY TIM MARTINDALE ASSOCIATES LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 25th APRIL 2002.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 29th APRIL 2002.

REGISTRAR OF COMPANIES FOR ENGLAND AND WALES

THE OFFICIAL SEAL OF THE REGISTRAR OF COMPANIES

P. Dale

Companies House
— for the record —