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COMPANIES FORM No. 395

395**Particulars of a mortgage or charge**

Pursuant to section 395 of the Companies Act 1985

M2226

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

*Insert full name
of company

To the Registrar of Companies

For official use Company number



2405534

Name of company

* JOINTHOT LIMITED

('the Company')

Date of creation of the charge

1 November, 1989

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

Legal Charge made between the Company (1) and Statim
Finance Limited (2)

Amount secured by the mortgage or charge

All monies and liabilities whether certain or contingent
which now are or at any time may be due owing or
incurred by the Company to Statim Finance Limited
or for which the company may be or become liable
to it in any manner whatsoever whether alone or jointly
with any other person in whatever name style or firm
and whether as principal or surety together with
any interest and all other legal and other costs
and expenses incurred by Statim Finance Limited in
relation to the Legal Charge or in enforcing the
security thereby created on a full and unqualified
indemnity basis.

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

STATIM FINANCE LIMITED

GALEN HOUSE 1 OAKLEY ROAD SHIRLEY SOUTHAMPTON

HANTS

Postcode S09 7AS

Presenter's name, address and
reference (if any):

PARIS SMITH & RANDALL
LANSDOWNE HOUSE,
CASTLE LANE,
SOUTHAMPTON SO9 4FD

Ref: NV

For official use

Mortgage Section

REGISTERED

7 NOV 1989

Post room

7 NOV 1989

Short particulars of all the property mortgaged or charged

A first fixed charge on all stock shares bonds and securities of any kind whatsoever whether marketable or otherwise both present and future of the Company together with substituted securities which it may now or hereafter hold or beneficially own in Cantonfield Limited

including all dividends interest or other distributions hereinafter paid or payable or made in respect of the same and all allotments accretions offers rights benefits and advantages whatsoever at any time accruing offered or arising and all stocks shares rights money or property accruing or offered at any time by way of conversion redemption bonus preference option or otherwise.

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)

NONE

Signed PARIS SMITH & RANDALL

Date

6 November, 1989

On behalf of ~~[company]~~ [mortgagee/chargee]*

*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.

FILE COPY



**CERTIFICATE OF THE REGISTRATION
OF A MORTGAGE OR CHARGE**

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

I hereby certify that a mortgage or charge dated the 1st NOVEMBER 1989
and created by JOINTHOT LIMITED

for securing all moneys now due, or hereafter to become due, or from time
to time accruing due from the company to STATIM FINANCE LIMITED

on any account whatsoever

was registered pursuant to Chapter I Part XII of the Companies Act
1985, on the 7th NOVEMBER 1989

Given under my hand at the Companies Registration Office,
Cardiff the 15th NOVEMBER 1989

No. 2405534

A handwritten signature in dark ink, appearing to read 'M.G. Wilson'.

M.G. WILSON

an authorised officer

C.69a

POST
15/11



Particulars of a mortgage or charge

Please do not
write in
this margin

Pursuant to section 395 of the Companies Act 1985

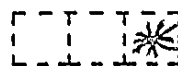
M223C

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

To the Registrar of Companies

For official use Company number

Name of company



2405534

*Insert full name
of company

JOINTHOT LIMITED

('the Company')

Date of creation of the charge

1 November, 1989

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

A Debenture made between the Company (1) and Statim Finance Limited (2)

Amount secured by the mortgage or charge

All monies and liabilities whether certain or contingent which now are or at any time may be due owing or incurred by the Company to Statim Finance Limited or for which the Company may be or become liable to it in any manner whatsoever and whether alone or jointly with any other person in whatever name style or firm and whether as principal or surety together with any interest and all other legal and other costs and expenses incurred by Statim Finance Limited in relation to the Debenture or in enforcing the security thereby created on a full and unqualified indemnity basis.

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

STATIM FINANCE LIMITED

GALEN HOUSE 1 OAKLEY ROAD SHIRLEY SOUTHAMPTON
HAMPSHIRE

Postcode S09 7AS

1/11
Presentor's name, address and
reference (if any):

PARIS SMITH & RANDALL
LANSDOWNE HOUSE,
CASTLE LANE,
SOUTHAMPTON SO9 4FD

Ref: NV

Time critical reference

For official use
Mortgage section

REGISTERED

7 NOV 1989

Post room

7 NOV 1989

Short particulars of all the property mortgaged or charged

Firstly a legal mortgage of all freehold and leasehold property of the Company and all buildings and fixtures (including trade fixtures) fixed plant and machinery from time to time on such property and/or the proceeds of sale thereof.

Secondly a specific equitable charge on all future freehold and leasehold property of the Company and all buildings and fixtures (including trade fixtures) fixed plant and machinery from time to time on such property and/or the proceeds of sale thereof.

Thirdly a fixed charge on the goodwill and uncalled capital of the Company both present and future.

Fourthly all book and other debts revenues and claims both present and future (including things in action which may give rise to a debt revenue or claim) due or owing which may become due or owing to or purchased or otherwise acquired by the Company.

Fifthly a floating charge on the undertaking and all property and assets of the Company both present and future.

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)

None

Signed

PAUL SMITH & RANDALL

Date

6 November, 1989

On behalf of [company] [mortgagee/chargor]*

*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 situated 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.

FILE COPY



**CERTIFICATE OF THE REGISTRATION
OF A MORTGAGE OR CHARGE**

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

I hereby certify that a mortgage or charge dated the 1st NOVEMBER 1989
and created by JOINTHOT LIMITED

for securing all moneys now due, or hereafter to become due, or from time
to time accruing due from the company to STATIM FINANCE LIMITED

on any account whatsoever

was registered pursuant to Chapter I Part XII of the Companies Act
1985, on the 7th NOVEMBER 1989

Given under my hand at the Companies Registration Office,
Cardiff the 15th NOVEMBER 1989

No. 2405534

A handwritten signature in dark ink, appearing to read 'M.G. Wilson'.

M.G. WILSON

an authorised officer

C.69a

POST
14/15/11

HC021B

M

COMPANIES FORM No. 403a

Declaration of satisfaction in full or in part of mortgage or charge

403a

Please do not
write in
this margin

Pursuant to section 403(1) of the Companies Act 1985

8840

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

To the Registrar of Companies

For official use

Company number

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2405534

Name of company

JOINTHOT LIMITED

* insert full name
of company

I, BRIAN WYLLAM SPEARS

of 6 WINDMILL CLOSE, UPPER BEEDING, WEST SUSSEX

† delete as
appropriate

a director/the secretary of the above company, do solemnly and sincerely declare that the debt for

‡ insert a description
of the instrument(s)
creating or
evidencing the
charge, eg
'Mortgage',
'Charge',
'Debenture' etc.

which the charge described below was given has been paid or satisfied in [full] [part] M222

Date and Description of charge† LEGAL CHARGE DATED 1st NOVEMBER 1989

Date of Registrations 7th NOVEMBER 1989

Name and address of [chargee] [trustee for the debenture holders] STATIM FINANCE
LIMITED OF GALEN HOUSE, 1, OAKLEY ROAD, SHIRLEY SO9 7AS

§ the date of
registration may be
confirmed from the
certificate

Short particulars of property charged§ ALL DIVIDENDS INTEREST OR OTHER

DISTRIBUTIONS PAID OR PAYABLE IN RESPECT OF ALL STOCK SHARES BONDS
AND SECURITIES HELD OR TO BE HELD IN CANTONFIELD LIMITED

§ insert brief
details of
property

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the
provisions of the Statutory Declarations Act 1835.

Declared at Steyning
in the County of West Sussex

Declarant to sign below

[Signature]

the 11th day of July

one thousand nine hundred and ninety

before me *[Signature]*

A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths

D. & D. LAW AGENCY
SERVICES LIMITED
59, Lincoln's Inn Fields,
London WC2A 3PF

Company Registration Agents
Law Solicitors,
and Printers

Telephone 01 405 1082
01 405 7215



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

COSTERTONS,
MANOR CHAMBERS,
44 THROWLEY WAY,
SUTTON, SURREY, SM1 4AQ
(TEL: 01-881-1411)

For official Use
Mortgage Section

REGISTERED

17 JUL 1990

Post

COMPANIES HOUSE
17 JUL 1990
M 30

M

COMPANIES FORM No. 403a

Declaration of satisfaction In full or in part of mortgage or charge

403aPlease do not
write in
this margin

Pursuant to section 403(1) of the Companies Act 1985

5856

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

To the Registrar of Companies

For official use

Company number

[] [] [] []

2405534

Name of company

JOINTHOT LIMITED

* insert full name
of company

1. BRIAN WYLAM SPEARS

† delete as
appropriate‡ insert a description
of the instrument(s)
creating or
evidencing the
charge, eg
'Mortgage',
'Charge',
'Debenture' etc.

of 6 WINDMILL CLOSE UPPER BEEDING, WEST SUSSEX

a director/the secretary of the above company, do solemnly and sincerely declare that the debt for

which the charge described below was given has been paid or satisfied in [full][part]† M223

Date and Description of charge‡ DEBENTURE DATED 1st NOVEMBER 1989

Date of Registrations 7th NOVEMBER 1989

Name and address of [chargee][trustee for the debenture holders] STATIM FINANCE

LIMITED OF GLEN HOUSE, 1 OAKLEY ROAD, SHIRLEY SO9 7HS

c the date of
registration may be
confirmed from the
certificate

Short particulars of property charged§ FIXED AND FLOATING CHARGES OVER THE UNDERTAKING

AND ALL PROPERTY AND ASSETS PRESENT AND FUTURE INCLUDING GOODWILL BOOK DEBTS
UNCALLED CAPITAL, BUILDINGS, FIXTURES, FIXED PRINT AND MACHINERY INCLUDING TRADE FIXTURES

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the

provisions of the Statutory Declarations Act 1835.

§ insert brief
details of
propertyDeclared at Steyning
in the county of West Sussex

Declarant to sign below

the 11th day of July
one thousand nine hundred and twenty
before me [Signature]A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for OathsD. & D. LAW AGENCY
SERVICES LIMITED
50, Lincoln's Inn Fields,
London WC2A 3PPCompany Registration Agents
Law Solicitors,
and Printers
Telephone 01-405-1082
01-405-7215Presenter's name address and
reference (if any):COSTERTONS,
MANOR CHAMBERS,
44 THROWLEY WAY,
SUTTON, SURREY, SM1 4AQ
(TEL: 01-661-1411)For official Use
Mortgage Section

Post room

COMPANIES HOUSE
17 JUL 1990

M

30