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COMPANIES FORM No. 395

395

CHWP000

Particulars of a mortgage or charge**A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge.**Please do not
write in
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 6)

For official use

Company number

7

2973057

Name of company

* insert full name
of Company

* MACLAURIN LTD

Date of creation of the charge

18 MAY 2004

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

**A Deed of Admission to
An Omnibus Letter of Set-Off dated...13...July...2004.....(the "Letter")**

Amount secured by the mortgage or charge

All or any of the present and future liabilities to Lloyds TSB Bank plc ("the Bank") of the companies listed below ("the Companies) or any of them (whether such liabilities be actual, contingent, primary, collateral, several or joint and whether such accounts or liabilities be denominated in sterling and/or in a currency or currencies other than sterling):**(List of companies party to
the Agreement)****See Attached**

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

— **Lloyds TSB Bank plc**
— **25 Gresham Street**
— **London**

30-00-02

Postcode

EC2V 7HN

Presentor's name address and
reference (if any) : **P04-17394****Lloyds TSB Bank plc**
City Office
P.O. Box 72, Bailey Drive
Gillingham Business Park
Kent ME8 0LS

Time critical reference

For official Use
Mortgage Section

Post room

**A15**
COMPANIES HOUSE**0627**
21/05/04

Any sum or sums for the time being standing to the credit of any one or more of any present or future accounts of the Companies or any of them with the Bank (including any accounts held in the Bank's name with any designation which includes the name(s) of the Companies or any of them) whether such accounts be denominated in sterling or in a currency or currencies other than sterling.

Please do not write in this margin

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

NOTE: By Clause 4 of the Letter, the Companies agreed that none of them would (without the prior written consent of the Bank) assign, mortgage, charge or otherwise confer upon any third party any right, title or interest in or to all or any of the accounts for the time being of the Companies with the Bank or any sum or sums standing to the credit of any one or more of such accounts, or agree to do any such thing, or allow any such third party right, title or interest to subsist (except in each case in favour of, or upon, the Bank).

Particulars as to commission allowance or discount (note 3)

NIL

Signed

Date

21/5/04

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

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† 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:-

THE SCHEDULEPART I - The Existing Companies

<u>Name</u>	<u>Company Number</u>	<u>Registered Office</u>
Huntsworth Plc	1729478	15-17 Huntsworth Mews, London, NW1 6DD.
The Counsel Group Limited	956098	15-17 Huntsworth Mews, London, NW1 6DD.
Alternate Resources Limited (formerly Alternate Resources Plc)	1447391	15-17 Huntsworth Mews, London, NW1 6DD.
Holmes & Marchant Communications Limited	1766310	15-17 Huntsworth Mews, London, NW1 6DD.
Holmes & Marchant Corporate Design Limited	1883182	15-17 Huntsworth Mews, London, NW1 6DD.
Huntsworth Group Limited (formerly Holmes & Marchant Healthcare Communications Limited)	1015851	15-17 Huntsworth Mews, London, NW1 6DD.
Holmes & Marchant Healthcare Limited	1869239	15-17 Huntsworth Mews, London, NW1 6DD.
Holmes & Marchant International Limited (formerly Holmes & Marchant Graphics Limited)	1509344	15-17 Huntsworth Mews, London, NW1 6DD.
Woodside Communications Limited	1886368	15-17 Huntsworth Mews, London, NW1 6DD.
ECO PR Limited	3941887	15-17 Huntsworth Mews, London, NW1 6DD.
Harrison Cowley Limited	3140273	15-17 Huntsworth Mews, London, NW1 6DD.
PBC Marketing Limited	3193979	15-17 Huntsworth Mews, London, NW1 6DD.
Harrison Cowley 222 Limited	2858045	15-17 Huntsworth Mews, London, NW1 6DD.
Catalyst Communications Group Limited (formerly Catalyst Communications Group Plc)	585636	15-17 Huntsworth Mews, London, NW1 6DD.

PART II - The Further Companies

	<u>Company Number</u>	<u>Registered Office</u>
Hatch Group Limited	04091382	15-17 Huntsworth Mews, London, NW1 6DD.
Hatch International Limited	04091288	15-17 Huntsworth Mews, London, NW1 6DD.
Trimedia Communications UK Limited	04091732	15-17 Huntsworth Mews, London, NW1 6DD.
MacLaurin Limited	02973057	15-17 Huntsworth Mews, London, NW1 6DD.
Haslmann Taylor Limited	02167675	15-17 Huntsworth Mews, London, NW1 6DD.
Root Market Research Limited	01650840	15-17 Huntsworth Mews, London, NW1 6DD.
HF Global Consulting Group Limited	01323656	15-17 Huntsworth Mews, London, NW1 6DD.
Elizabeth Hindmarch Public Relations Limited	2234290	15-17 Huntsworth Mews, London, NW1 6DD.
Huntsworth Financial Group Limited	01076928	15-17 Huntsworth Mews, London, NW1 6DD.
Grayling UK Limited	1593981	15-17 Huntsworth Mews, London, NW1 6DD.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02973057

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEED OF ADMISSION TO AN ONMIBUS LETTER OF SET-OFF DATED 13 JULY 2001 DATED THE 18th MAY 2004 AND CREATED BY MACLAURIN LTD FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY AND/OR ALL OR ANY OF THE OTHER COMPANIES NAMED THEREIN TO LLOYDS TSB BANK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 21st MAY 2004.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 24th MAY 2004.

P. Angela.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —