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* insert full name
of company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies

Name of company

* J D FINANCE LIMITED

Date of creation of the charge

16 JULY 2002

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

DEBENTURE

Amount secured by the mortgage or charge

Maximum value £500,000.00.

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

HEYWOOD FINANCE LIMITED whose registered office is at 4th floor, Bracken House, Charles Street, Manchester M1 7BD - Company Reg.No. 3160517

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

CHRISTINE SHARP & CO.
13 YORK STREET
HEYWOOD OL10 4NN

DJM.MEB.H1830

Time critical reference

5 August 2002

For official use

Mortgage Section

Post room



A43
COMPANIES HOUSE

0763
18/07/02

Short particulars of all the property mortgaged or charged

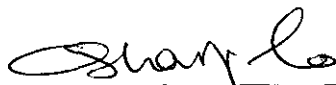
JD Finance Ltd hereby covenants on demand to pay or discharge the indebtedness in accordance with the Block Discounting Facility Letter and Agreement. As security for the payment and discharge of the Indebtedness, JD Finance Ltd with full title guarantee subject to the clause below charges to Heywood Finance Ltd: (i) by way of fixed charge, all estates or interests in any fixtures (including trade fixtures) and fixed plant and machinery from time to time vested in JD Finance Ltd; (ii) by way of fixed charge, all the goodwill and uncalled capital for the time being of JD Finance Ltd; (iii) by way of fixed charge all book debts and other debts now and in the future owing to JD Finance Ltd; (iv) by way of fixed charge, all intellectual property rights, choses in action and claims now and in the future belonging to JD Finance Ltd; (v) by way of floating charge, all JD Finance Ltd's present and future undertaking and assets, whatever and wherever, including (without limitation) (subject only to clause (vi) below) all other property and assets not subject to a fixed charge under this Debenture; (vi) There shall be wholly excluded from the Assets and from the Charge under the clause above all monies paid by customers of JD Finance Ltd and held by it in a Bank, money market or other account or accounts and expressed to be client's monies or deposits.

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Particulars as to commission allowance or discount (note 3)

Signed



Date 17 July 2002

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

COMPANY No. 03899003

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 16th JULY 2002 AND CREATED BY JD FINANCE LIMITED FOR SECURING MAXIMUM VALUE £500,000.00 DUE OR TO BECOME DUE FROM THE COMPANY TO HEYWOOD FINANCE LIMITED WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 18th JULY 2002.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 23rd JULY 2002.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

P.
J.M.