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COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

Please do not
write in
this margin

Pursuant to section 395 of the Companies Act 1985

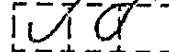
M2

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

To the Registrar of Companies

For official use

Company number



. 30177

Name of company

* Wadworth and Company Limited (the "Company")

* insert full name
of company

Date of creation of the charge

31st January 1990

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

Trust Deed

Amount secured by the mortgage or charge

The payment of the principal amount of £6,000,000 12 3/4% Redeemable
Debenture Stock 2015 of the Company and the interest thereon and all
other monies intended to be secured by the Trust Deed

69 d I hereby certify that a Trust Deed dated
31-1-90 and created by Wadworth and Company Limited
for securing the principal amount of £6,000,000
12 3/4 % Redeemable Debenture Stock 2015 of the
Company and all other monies due
E - the company to
T - the charge

W - 14-2-90

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

The Prudential Assurance Company Limited

142 Holborn Bars,

London

Postcode

EC1N 2NH

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

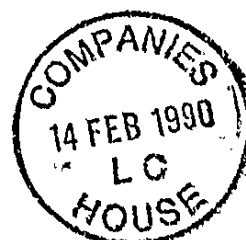
FAO MICHAEL MATHEWS
Clifford Chance,
Royex House,
Aldermanbury Square,
London, EC2V 7LD
P0073/0027/MRM

For official Use
Mortgage Section

REGISTERED

14 FEB 1990

Post room



Time critical reference

Short particulars of all the property mortgaged or charged

The undertaking and all the properties, assets and rights, for the time being, both present and future wheresoever situate (including any uncalled capital) of the Company and so that (subject to Clauses 2 and 12 of the Trust Deed) such charge shall rank as a floating charge after the fixed and floating charges securing the existing £23,000 4½% Debenture Stock and the £38,000 4% Mortgage Stock and after the fixed charge securing the £350,000 10½% 1st Mortgage Debenture Stock 1995/2000 of the Company.

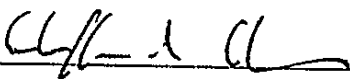
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Please complete legibly, preferably in black type, or bold block lettering

Particulars as to commission allowance or discount (note 3)

0.91667% of the principal amount of the Stock

Signed



Date

13 - Feb 1990

On behalf of ~~Stat-Plus Ltd~~ 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.



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

I hereby certify that a Trust Deed dated 31st JANUARY 1990 and created by WADWORTH AND COMPANY LIMITED for securing the principal amount of £6,000,000 12 3/4% Redeemable Debenture Stock 2015 of the Company and all other moneys due from the Company to THE PRUDENTIAL ASSURANCE COMPANY LIMITED under the terms of the Charge was registered pursuant to Chapter I Part XII of the Companies Act 1985, on the 14th FEBRUARY 1990

Given under my hand at the Companies Registration Office,
Cardiff the 23rd FEBRUARY 1990

No. 30177

M. M. WILLIAMS

an authorised officer

Certificate and instrument received by

.....
.....

Date

LC
23/2
BL.

C.69d (Rev)