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COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

CHA213

Pursuant to section 395 of the Companies Act 1985

Please do not
write in
this margin

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

* Insert full name
of company

To the Registrar of Companies
(Address overleaf—Note 5)

For official use

33

Company number

52573

Name of Company

Wakeley Brothers (Rainham Kent) Limited

Date of creation of the charge

27 October, 1995

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

Legal Charge

Amount secured by the charge

The "Monies and Liabilities", which are defined in the Charge as meaning all monies and liabilities which now are or shall at any time hereafter be due owing or incurred (i) by the Company to Midland Bank plc under or in connection with the Loan (the "Guaranteed Obligations") or (ii) to the Guarantor under or in connection with the Guarantee whether actually or contingently and whether presently or in the future and whether solely or jointly with any other person and whether as principal or surety or in any way whatsoever including (as well after as before any demand made or judgment obtained) interest discount commission and other lawful charges and expenses computed and compounded from time to time in accordance with the terms agreed between the Company and the Guarantor relating thereto (if any) and in the absence of any such agreed terms computed and compounded from time to time according to the current practice of the Guarantor (but so that interest shall be computed at the rate of 2 per cent per annum over Midland Bank plc's base rate from time to time ruling). The words "Monies and Liabilities" shall not include any monies and liabilities arising under a regulated consumer credit agreement falling within Part V of the Consumer Credit Act 1974, unless specifically agreed between the Company and the Guarantor.

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

The Mersey Docks and Harbour Company,

Maritime Centre

Port of Liverpool

Postcode

L21 1IA

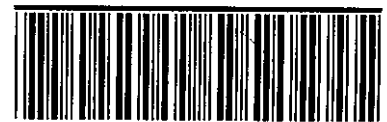
Presenter's name address and
reference (if any):

Linklaters & Paines
Barrington House
59-67 Gresham Street
London EC2V 7JA
Ref: CXXW
Tel: 0171-606 7080 [Ext. 3097]

For Official Use

Mortgage Section

Post Room



KLO *KNYYGG21* 40
COMPANIES HOUSE 30/10/95

Time critical reference

31 OCT 1995

Short particulars of all the property charged

Please do not
write in
this margin

1 by way of legal mortgage the property described or referred to in the First Schedule of the Debenture (and listed in the attached continuation sheets) together with all fixtures and fittings now or at any time hereafter on the property (the "**Property**" which expression shall include the whole or any part or parts thereof) with intent that the security hereby constituted shall extend to and include the Company's beneficial interest in the Property or in the proceeds of sale thereof subject only to the encumbrances (if any) referred to in the Second Schedule of the Debenture.

2 by way of first fixed charge the benefit of all rights licences guarantees rent deposits contracts deeds undertakings and warranties relating to the Property.

3 by way of first fixed charge the goodwill of the Company in relation to the business from time to time carries on at the Property.

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

Particulars as to commission allowance or discount (note 3)

Nil

Signed *Linklaters & Paines*

Date *27-10-95*

On behalf of *Company* [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.
5. The address of the Registrar of Companies is:-

Companies House, Crown Way, Cardiff CF4 3UZ

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write in this
binding margin

Particulars of a mortgage or charge
(continued)

Continuation sheet No 1
to Form No 395 and 410 (Scot)

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

Company number

52573

Name of Company

Wakeley Brothers (Rainham Kent)

Limited*

* delete if
inappropriate

Description of the instrument creating or evidencing the mortgage or charge (continued) (note 2)

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binding margin

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bold block lettering

Please do not
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Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)

Please complete
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in black type, or
bold block lettering

Note (1): The Charge provides that the Company has covenanted with the Guarantor that the Company will not at any time during the subsistence of this security create or permit to subsist any mortgage charge pledge lien or other encumbrance in relation to the property securing any obligation of any person without the prior consent of the Guarantor and in respect of any part of or interest in the Property title to which is registered at HM Land Registry.

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bold block lettering

Note (2): In this Form and its Continuation sheets, except to the extent that the context requires otherwise:-

"Guarantor" means The Mersey Docks and harbour Company, its successors and assigns

"Guarantee" means the guarantee dated 27 October 1995 granted by the Guarantor to Midland Bank plc in respect of the Company's obligations under the Loan

"Loan" means the loan facilities dated 27 October 1995 made between the Company and Midland Bank plc

Note: The Real Property specified in the First Schedule to the Debenture is registered at HM Land Registry with Title Number K596187, being land on the north and south side of Lower Rainham Road, Gillingham, Kent and on east side of Otterham Quay Lane, Swale, Kent.

Note: There are no encumbrances specified in the Second Schedule to the Debenture.

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CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 00052573

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 27th OCTOBER 1995 AND CREATED BY WAKELEY BROTHERS(RAINHAM,KENT),LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO MIDLAND BANK plc UNDER OR IN CONNECTION WITH THE LOAN (AS DEFINED THEREIN) (THE "GUARANTEED OBLIGATIONS") OR TO THE MERSEY DOCKS AND HARBOUR COMPANY UNDER OR IN CONNECTION WITH THE GUARANTEE (AS DEFINED THEREIN) ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 30th OCTOBER 1995.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 1st NOVEMBER 1995.

A handwritten signature in cursive script, reading "N. S. Dentley".

N. S. DENTLEY

for the Registrar of Companies



C O M P A N I E S H O U S E

HC026B