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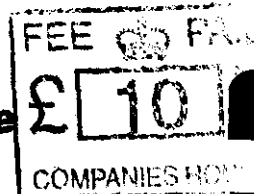
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Please complete
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in black type, or
bold block lettering

*insert full name
of Company

COMPANIES FORM No. 395

Particulars of a mortgage or charge



395

A fee of £10 is payable to Companies House in respect
of each register entry for a mortgage or charge.

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies
(Address overleaf - Note 6)

For official use

Company number



242864

Name of company

* William Timpson Limited

Date of creation of the charge

29 March 2001

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

Legal Mortgage CHARGE

Amount secured by the mortgage or charge

All sums of money owed and all liabilities or obligations to be carried
out to the Bank of Scotland ("the Bank") at any time and from time to
time by the debtor whether:

- (i) they arise before or after the Bank has demanded that they are
repaid or carried out;
- (ii) they are owed or to be carried out immediately or only after a
stated event has occurred;
- (iii) the debtor owes or is to carry them out on his own or jointly with
any other person;
- (iv) the debtor owes or is to carry them out on his own account or as
guarantor for other persons;

together with interest upon them and expenses relating to them.

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

Bank of Scotland (THE GOVERNOR AND COMPANY OF THE)
2 Castle Terrace
Edinburgh

Postcode EH1 2YA

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

Eversheds
1 Royal Standard Place
Nottingham
NG1 6FZ

1372/218428

Time critical reference

For official Use
Mortgage Section

Post room



A20
COMPANIES HOUSE

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04/04/01

Short particulars of all the property mortgaged or charged

- (1) By way of legal mortgage the unregistered property known as 40 Commercial Street, Camborne, Cornwall, TR14 8JY ("the Property");
- (2) By way of fixed charge all buildings and other structures on and items fixed to the Property;
- (3) By way of fixed charge any goodwill relating to the Property or the business or undertaking carried out at the Property;
- (4) By way of fixed charge all plant machinery and other items affixed to and forming part of the Property on or at any time after the date of the Mortgage;
- (5) By way of assignment the Rental Sums together with all rights and remedies of the Company in relation to them to hold to the Bank absolutely subject to redemption on repayment;
- (6) By way of fixed charge the proceeds of any claim under any insurance policy relating to the Property;
- (7) By way of floating charge all unattached plant machinery chattels and goods now or at any time after the date of this charge on or in or used in connection with the Property or the business or undertaking conducted at the Property.

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

Particulars as to commission allowance or discount (note 3)

Nil

Signed Evesheds

Date 2 April 2001

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

**A fee of £10 is
payable to
Companies House
in respect of each
register entry for a
mortgage or
charge.
(See Note 5)**

† 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:-
Companies House, Crown Way, Cardiff CF14 3UZ

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 00242864

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 29th MARCH 2001 AND CREATED BY WILLIAM TIMPSON LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 4th APRIL 2001.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 6th APRIL 2001.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

R. Paw



Companies House

— for the record —