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CHFP025

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

*insert full name
of Company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

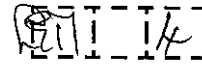
A fee of £10 is payable to Companies House in respect
of each register entry for a mortgage or charge.

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number



631531

Name of company

* Wiltex by Wilson Limited /

Date of creation of the charge

29th April 1999

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

Debenture

Amount secured by the mortgage or charge

All monies and liabilities (whether on or at any time after demand) due owing or incurred to Girobank plc ("the Bank") by the Company whether actually or contingently and whether solely or jointly with any other person and in whatever style name or form and whether as principal or surety including interest discount commission or other lawful charges and expenses which the Bank may in the course of its business charge in respect of any of the matters aforesaid or for keeping its account(s) and other costs, charges and expenses incurred by the Bank in relation to the Debenture or in enforcing the security created by the Debenture on a full and unqualified indemnity basis and so that interest shall be computed and compounded on the foregoing to date of payment according to the usual manner of the Bank as well after as before any demand made or judgement obtained under the Debenture.

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

Girobank plc, Bootle, Merseyside

Postcode GIR 0AA

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

Addleshaw Booth & Co
Sovereign House, PO Box 8,
Sovereign Street, Leeds, LS1 1HQ

RPEB/8518-19/Giro4.1fd

Time critical reference

For official Use
Mortgage Section

Post room



Short particulars of all the property mortgaged or charged

First fixed charges on:

- 1 The freehold and leasehold property of the Company both present and future including the properties (if any) specified in the schedule to the Debenture and all fixtures (including trade fixtures) fixed plant and machinery from time to time on any such property.
- 2 All book debts both present and future due or owing to the Company and the benefit of all rights relating thereto including negotiable instruments legal and equitable charges reservation or proprietary rights rights of tracing and unpaid vendors' liens and similar and associated rights.
- 3 The goodwill and uncalled capital of the Company both present and future.

Floating charge on the undertaking and all property and assets of the Company both present and future including (a) the assets described above (in and so far as the charges thereon or any part or parts thereof contained in the Debenture shall for any reason be ineffective as fixed charges) (b) the undertaking and all property of the Company, heritable and moveable, both present and future, from time to time while the security constituted by the

Particulars as to commission allowance or discount (note 3)

Nil

Signed

Adrian Shaw Bood & Co

Date 4th May 1999

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

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 CF4 3UZ

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

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

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**Particulars of a mortgage or charge
(continued)**

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

CHFP025

Please complete
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Company Number

631531

Name of Company

Wiltex by Wilson Limited

Limited*

* delete if
inappropriate

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

Amount due or owing on the mortgage or charge (continued)

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Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)

**Please complete
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Debenture is in force comprised in the property of the Company and situated in Scotland and whether or not subject to an effective fixed charge, and (c) beneficial interests in and relating to land (so far as the same are capable of being charged).

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The Company shall not without the consent in writing of the Bank create or allow to subsist any specific or other mortgage debenture or charge or lien (save a lien arising by operation of law in the ordinary course of business) upon the assets charged by the Debenture or any part thereof ranking either in priority to or pari passu with any charge created by the Debenture.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 00631531

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 29th APRIL 1999 AND CREATED BY WILTEX BY WILSON LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO GIROBANK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 5th MAY 1999.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 7th MAY 1999.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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