

Number of Company 638891**REGISTERED**

- 4 JUL 1977

Form Number 47

(Nil registration  
fee payable)**The Companies Acts 1948 to 1967****Particulars of a mortgage or charge**

Pursuant to Sections 95 and 106A of the Companies Act 1948 (Note 1)

Name of Company INTER CITY TOURS Limited\***Particulars of a mortgage or charge created by the above-named Company**

(1) Date and description of the instrument creating or evidencing the Mortgage or charge (a)	(2) Amount secured by the Mortgage or charge	(3) Short particulars of the Property Mortgaged or charged	(4) Names addresses and Descriptions of the Mortgagees or Persons entitled to the Charge	(5) Particulars as to commission allowance or discount paid (b)
Legal Mortgage dated 27 June 1977	All liabilities of the Company present and future actual and/or contingent to National Westminster Bank Limited  GAP	The property hereinafter described ("the property") together with a floating charge over all moveable plant machinery implements utensils furniture and equipment at any time placed upon or used in or about the property viz: Enbrook House, Sandgate, Folkestone, Kent. Registered at H.M. Land Registry under title number K455487.	National Westminster Bank Limited 41 Lothbury London EC2P 2BP	Nil

Please see notes overleaf  
\*Delete 'Limited' if not applicable

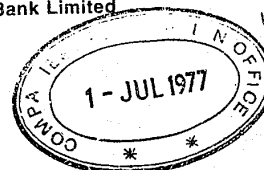
per pro

**National Westminster Bank Limited**  
King's Cross House,  
200 Pentonville Road, London N1 9HLSignature [Signature]Designation of Position  
in Relation to the Company**Securities Officer**

Date

1 JUL 1977

Presented by:

**National Westminster Bank Limited**  
**Securities Section**  
King's Cross House  
200 Pentonville Road  
London N1 9HLPresenter's Reference  
and/or telephone number 01-278 4477

M52



**CERTIFICATE OF THE REGISTRATION  
OF A MORTGAGE OR CHARGE**

I hereby certify that a mortgage or charge dated the **27th June 1977**  
and created by **INTER CITY TOURS LIMITED**

for securing all moneys now due, or hereafter to become due, or from time to time accruing  
due from the Company to **National Westminster Bank Limited**

on any account whatsoever

was registered pursuant to section 95 of the Companies Act, 1948, on  
the **4th July 1977**

Given under my hand at Cardiff the **7 JUL 1977.**

No. **638891**

National Westminster Bank Limited  
Securities, Securities & Recoveries Dept.  
29 Drapers Gardens, 12 Throgmorton, London

Certificate and instrument received by

.....

.....

Date.....

*D. A. Pendlebury*

D. A. PENDLEBURY

Assistant Registrar of Companies

Number of Company 63891/MS

Form Number 47

(No registration  
fee payable)

REGISTERED

- 1 JUL 1977

M12/V1 LN

**The Companies Acts 1948 to 1967****Particulars of a mortgage or charge**

Pursuant to Sections 95 and 106A of the Companies Act 1948 (Note 1)

Name of Company INTER CITY TOURS Limited\***Particulars of a mortgage or charge created by the above-named Company**

(1) Date and description of the instrument creating or evidencing the Mortgage or charge (a)	(2) Amount secured by the Mortgage or charge	(3) Short particulars of the Property Mortgaged or charged	(4) Names addresses and Descriptions of the Mortgagees or Persons entitled to the Charge	(5) Particulars as to commission allowance or discount paid (b)
Legal Mortgage dated 27 June 1977	All liabilities of the Company present and future actual and/or contingent to National Westminster Bank Limited  69A	The property hereinafter described ("the property") together with a floating charge over all moveable plant machinery implements utensils furniture and equipment at any time placed upon or used in or about the property viz:  Leasehold property known as 29 Castle Hill Avenue Folkestone, Kent. More Particularly described in an Assignment of Lease dated 31 May 1974 and made between J Godden and the Company.	National Westminster Bank Limited 41 Lothbury London EC2P 2BP	Nil

Please see notes overleaf  
\*Delete 'Limited' if not applicable

per pro

**National Westminster Bank Limited**  
King's Cross House,  
200 Pentonville Road, London N1 9HL

Signature \_\_\_\_\_

Designation of Position  
in Relation to the Company**Securities Officer**

Date

- 1 JUL 1977

Presented by:

**National Westminster Bank Limited**  
Securities Section  
King's Cross House  
200 Pentonville Road  
London N1 9HLPresentor's Reference  
and/or telephone number 01-278 4477



**CERTIFICATE OF THE REGISTRATION  
OF A MORTGAGE OR CHARGE**

I hereby certify that a mortgage or charge dated the **27th June 1977**  
and created by **INTER CITY TOURS LIMITED**

for securing all moneys now due, or hereafter to become due, or from time to time accruing  
due from the Company to **National Westminster Bank Limited**  
on any account whatsoever

was registered pursuant to section 95 of the Companies Act, 1948, on  
the **4th July 1977**

Given under my hand at Cardiff the **57 JUL 1977**

No. **638891**

*D.A. Pendlebury*  
D. A. PENDLEBURY

Assistant Registrar of Companies

National Westminster Bank Limited  
Securities, Securities & Recoveries Dept.  
29 Drapers Gardens, London, E.C.4  
Certificate and instrument received by

**5 JUL 1977**

.....  
Date.....

C.69a



Number of Company

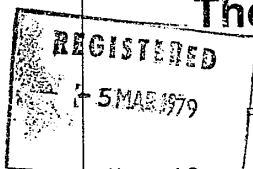
779254 / ~~A740~~ MSS

Form Number 47

(No registration  
fee payable)

NW. 638891

M128/5 MAR/LN.

**The Companies Acts 1948 to 1967****Particulars of a mortgage or charge**

Pursuant to Sections 95 and 106A of the Companies Act 1948 (Note 1)

Name of Company SAGA HOLIDAYS Limited\***Particulars of a mortgage or charge created by the above-named Company**

(1) Date and description of the instrument creating or evidencing the Mortgage or charge (a)	(2) Amount secured by the Mortgage or charge	(3) Short particulars of the Property Mortgaged or charged	(4) Names addresses and Descriptions of the Mortgages or Persons entitled to the Charge	(5) Particulars as to commission allowance or discount paid (b)
Legal Mortgage dated 13 February 1979	All liabilities of the Company present and future actual and/or contingent to National Westminster Bank Limited  69a	The property hereinafter described ("the property") together with a floating charge over all moveable plant machinery implements utensils furniture and equipment at any time placed upon or used in or about the property viz:  Freehold property known as The Palace Hotel, Buxton, Derbyshire. More Particularly described in a Conveyance dated 4 December 1978 and made between The Buxton Palace Hotel Limited and Mount Charlotte Investments Limited and The Palace Hotel (Buxton) Limited and Saga Holidays Limited.	National Westminster Bank Limited 41 Lothbury London EC2P 2BP	Nil

Please see notes overleaf

\*Delete 'Limited' if not applicable

per pro

**National Westminster Bank Limited**King's Cross House,  
200 Pentonville Road, London N1 9HL

Signature

**Authorised Signatory**Designation of Position  
in Relation to the Company

Date

5 MAR 1979

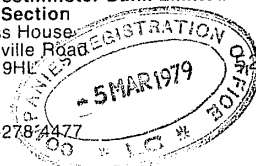
Presented by:

**National Westminster Bank Limited****Securities Section**King's Cross House,  
200 Pentonville Road,  
London N1 9HL

Presentor's Reference

and/or telephone number

01-278 4477



41-42

m55



**CERTIFICATE OF THE REGISTRATION  
OF A MORTGAGE OR CHARGE**

I hereby certify that a mortgage or charge dated the **13th February 1979**  
and created by **SACA HOLIDAYS LIMITED**

for securing all moneys now due, or hereafter to become due, or from time to time accruing  
due from the Company to **National Westminster Bank Limited**

on any account whatsoever

was registered pursuant to section 95 of the Companies Act, 1948, on  
the **5th March 1979**

Given under my hand at Cardiff the **130 MAR 1979**

No. **638891**

**J. RENOWDEN**

*Assistant Registrar of Companies*

RECEIVED  
Companies Dept.  
12 Throgmorton, London  
**14 APR 1979**  
Certificate and instrument received by

.....  
.....  
Date.....

Number of Company 638891 / MS4

Form Number 41  
(No registration  
fee payable)

M/90/FEB 19/LN

REGISTERED  
19 FEB 1979

# The Companies Acts 1948 to 1967

Particulars of a mortgage or charge  
Pursuant to Sections 95 and 106A of the Companies Act 1948 (Note 1)

Name of Company SAGA HOLIDAYS Limited\*

## Particulars of a mortgage or charge created by the above-named Company

(1) Date and description of the instrument creating or evidencing the Mortgage or charge (a)	(2) Amount secured by the Mortgage or charge	(3) Short particulars of the Property Mortgaged or charged	(4) Names addresses and Descriptions of the Mortgagees or Persons entitled to the Charge	(5) Particulars as to commission allowance or discount paid (b)
Legal Mortgage dated 13 February 1979	All liabilities of the Company present and future actual and/or contingent to National Westminster Bank Limited  <u>69A</u>	The property hereinafter described ("the property") together with a floating charge over all moveable plant machinery implements utensils furniture and equipment at any time placed upon or used in or about the property viz:  Fleur De Lis, Sandgate High Street, Sandgate, Folkestone, Shepway Kent. Registered at H.M. Land Registry under title number K 441949.	National Westminster Bank Limited 41 Lothbury London EC2P 2BP	Nil

Please see notes overleaf  
\*Delete 'Limited' if not applicable

per pro  
**National Westminster Bank Limited**  
King's Cross House,  
200 Pentonville Road, London N1 9HL

Signature [Signature]

Designation of Position  
in Relation to the Company

Date 18 FEB 1979

**Authorised Signatory**  
18 FEB 1979



Presented by:

**National Westminster Bank Limited**  
Securities Section  
King's Cross House  
200 Pentonville Road  
London N1 9HL

Presentor's Reference  
and/or telephone number 01-278 4477

52-41-42

MS4



# **CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE**

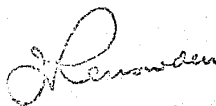
I hereby certify that a mortgage or charge dated the **13th February 1979**  
and created by **SAGA HOLIDAYS LIMITED**

for securing all moneys now due, or hereafter to become due, or from time to time accruing  
due from the Company to **National Westminster Bank Limited**

on any account whatsoever

was registered pursuant to section 95 of the Companies Act, 1948, on  
the **19th February 1979**

Given under my hand at Cardiff the **8 MAR 1979**

  
J. RENOWDEN

No. **638891**

Assistant Registrar of Companies

**National Westminster Bank Limited**  
Certificate and instrument received by  
Recoveries Dept.  
17 Throgmorton, London  
**9 MAR 1979**

Date.....

C.69a

N

**M**

Please do not  
write in this  
binding margin

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

The Companies Acts 1948 to 1976

**Particulars of a mortgage or charge**

Pursuant to section 95 of the Companies Act 1948

Form No 47

MISG / 8 DEC / LN

**47**

For official use

MISG

Company number

638891

Name of Company

SAGA HOLIDAYS PLC PUBLIC LIMITED COMPANY

Date and description of the instrument creating or evidencing the mortgage or charge

Legal Mortgage dated 27 November 1982

Amount due or owing on the mortgage or charge

All liabilities of the Company present and future actual and/or contingent to National Westminster Bank PLC

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

National Westminster Bank PLC

41 Lothbury

London EC2P 2BP

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

National Westminster Bank PLC  
Securities Section  
King's Cross House  
200 Pentonville Road  
London N1 9HL

Presenter's Reference  
and/or telephone number

52-41-42

01-278 4477

Time critical reference

For official use  
Mortgage section

REGISTERED

- 8 DEC 1982

Post room



Short particulars of all the property mortgaged or charged

The property hereinafter described ('the property') and the proceeds of sale thereof together with a floating charge over all moveable plant machinery implements utensils furniture and equipment at any time placed upon or used in or about the property viz:

Freehold property known as **CUMBRIA**  
Hotel Grange-over-Sands more particularly  
described in a Conveyance dated 14 May  
1981 and made between Wiggeway Hotels  
Limited and Saga Holidays Limited

Please do not  
write in this  
binding margin

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

Particulars as to commission, allowance or discount

Nil

per pro  
**National Westminster Bank PLC**  
King's Cross House  
200 Pentonville Road, London N1 9HL

Please see notes below.

Date

- 8 DEC 1982

Signed

Designation of position in relation to the company

Authorised Signatory

**Notes**

- (a) A description of the instrument, eg 'Trust Deed', 'Mortgage', 'Debenture', etc, as the case may be, should be given.
- (b) The rate of interest payable under the terms of the Debentures should not be entered.

ms6



## CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

I hereby certify that a mortgage or charge dated the **27th November 1982**  
and created by **SAGA HOLIDAYS PUBLIC LIMITED COMPANY**

for securing all moneys now due, or hereafter to become due, or from time to time accruing  
due from the company to **National Westminster Bank PLC**

on any account whatsoever

was registered pursuant to section 95 of the Companies Act, 1948, on  
the **8th December 1982**

Given under my hand at Cardiff the **14 DEC 1982**

No **638891**

**J. RENOWDEN**  
Assistant Registrar of Companies

National Westminster Bank, Ltd.  
KNICE CROSS HOUSE  
Certificate and Instrument received by  
PENTONVILLE ROAD  
LONDON N1

**16 DEC 1982**

Date .....

C.69a

*h.g.*

**M**

Please do not  
write in this  
binding margin

**The Companies Acts 1948 to 1976**

**Particulars of a mortgage or charge**

Pursuant to section 95 of the Companies Act 1948

Form No47

**47**

M204/8 APR LN

For official use

M 517

Company number

638891

Name of Company

SAGA HOLIDAYS PLC

Date and description of the instrument creating or evidencing the mortgage or charge

Memorandum of Deposit dated 30 March 1983

Amount due or owing on the mortgage or charge

All liabilities of the Company present and future actual and/or contingent to National Westminster Bank PLC under a Counter Indemnity dated twenty eighth day of March 1983 given in favour of the Bank whereby the Company agreed to indemnify the Bank according to the conditions stated in the said Counter Indemnity in respect of the Banks liabilities under a Bond in the sum of six million seven hundred thousand pounds given by the Bank in favour of the Association of British Travel Agents Limited on behalf of the Company and all costs charges and expenses howsoever incurred by the Bank in relation to this charge and such indebtedness and/or liabilities on a full indemnity basis

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

National Westminster Bank PLC

41 Lothbury

London EC2P 2BP

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

National Westminster Bank PLC  
Securities Section  
King's Cross House  
200 Pentonville Road  
London N1 9HL

Presenter's Reference  
and/or telephone number

52-41-42

01-278 4477

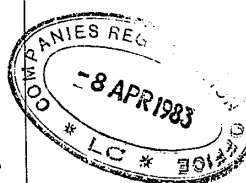
Time critical reference

For official use  
Mortgage section

**REGISTERED**

- 8 APR 1983

Post room





Short particulars of all the property mortgaged or charged

All stocks shares bonds receipts or other property and/or the proceeds of sale thereof and documents evidencing the Company's title thereto now or hereafter deposited with the Bank or transferred to the Bank or its nominees by the Company

Please do not write in this binding margin



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

Particulars as to commission, allowance or discount

Nil

per pro

**National Westminster Bank PLC**  
King's Cross House  
200 Pentonville Road, London N1 9HL

Please see notes below.

Signed

Date 7.4.83

Designation of position in relation to the company

Assistant Manager

Notes

- (a) A description of the instrument, eg 'Trust Deed', 'Mortgage', 'Debenture', etc, as the case may be, should be given.
- (b) The rate of interest payable under the terms of the Debentures should not be entered.

M  
57



## CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

I hereby certify that a mortgage or charge dated the **30th March 1983**  
and created by **SAGA HOLIDAYS PLC** for securing all monies due or to  
become due from the Company to the Chargees under the terms of the  
Charge

was registered pursuant to section 95 of the Companies Act, 1948, on  
the **8th April 1983**

Given under my hand at Cardiff the **14 APR 1983**

No. **638891**

**National Westminster Bank Ltd.**  
KINGS CROSS HOUSE  
250 FENTONVILLE ROAD  
LONDON N1 9HL

Certificate and instrument created by  
**18 APR 1983**

Date .....

**J. RENOWDEN**  
Assistant Registrar of Companies

C.69

**M**

Please do not  
write in this  
binding margin

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

\*delete if  
inappropriate

THE COMPANIES ACTS 1948 TO 1976

Particulars of a mortgage or charge

Pursuant to section 95 of the Companies Act 1948

Form No. 47

**47**

M284/30th JUNE/CF

For official use

Company number

1758

000638891

Name of Company

SAGA HOLIDAYS PLC

limited\*

Date and description of the instrument creating or evidencing the mortgage or charge (note 2)

Standard Security dated 8th March, 1983.

Amount due or owing on the mortgage or charge

All sums due and that may become due.

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

National Westminster Bank PLC

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

RHE 1758 NATIONAL  
Mortgage Department Co.,  
224 Ingram Street,  
GLASGOW, GL 1 1LP

For official use  
Mortgage section

Post room

REGISTERED

29 JUN 1983



Time critical reference

page

6818  
30/6

Short particulars of all the property mortgaged or charged

The Waverley Castle Hotel, Melrose.

Please  
write in the  
binding margin

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

Particulars as to commission, allowance or discount (note 3)

None

Signed

*David Ginn*

Date 23<sup>rd</sup> June 1982

Designation of position in relation to the company Solicitors for the Company

#### Notes

1. The original instrument creating the charge, together with this form, must be delivered to the Registrar of Companies within 21 days after the date of creation of the charge (Section 95(1)). 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 copy instrument could in due course of post, and if posted with due diligence, have been received in the United Kingdom (Section 95(3)). A certified copy of the instrument creating the charge will only be accepted where the property charged and the charge so created are both outside the United Kingdom (Section 95(3)) and in such cases the copy must be verified or certified to be a true copy under the seal of the Company or under the hand of some person interested therein otherwise than on behalf of the company.
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 subscribing or agreeing to subscribe, whether absolutely or conditionally, or 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.

THE COMPANIES ACTS 1948 TO 1976

Form No. 47c

**Certificate of registration in Scotland or Northern Ireland of a charge comprising property situate there**

Pursuant to section 95(5) of the Companies Act 1948

**47c**

Please do not write in this binding margin

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

Company number

000638891

Name of company

\*delete if inappropriate

SAGA HOLIDAYS PLC

Limited\*

\*delete as appropriate

[X] [We]† McGrigor Donald & Co.

of 224 Ingram Street, Glasgow

This certificate must be given by a director or secretary of the company or by a person interested in the charge otherwise than on behalf of the company or by a solicitor acting on behalf of the company or of some other person so interested as aforesaid. The capacity in which the certificate is given must be stated

being† Solicitors for the National Westminster Bank PLC

hereby certify that the charge§ constituted by Standard Security granted by Saga Holidays PLC in favour of National Westminster Bank PLC dated 8th March, 1983.

of which a true copy is annexed hereto was presented for registration on 9th June 19 83. at the Register of Sasines for the County of Perth.

§Give date and parties to charge

State description and situation of office of registration (Court of Sasines Scotland) or (The Deeds Registry Northern Ireland)

Signed†

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



For official use  
Mortgage section

Post room



m58



## CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

I hereby certify that a Standard Security which was presented for registration at the Register of Sasines on the 9th June 1983 and created by SAGA HOLIDAYS PLC for securing all monies due or to become due from the Company to the Charges on any account whatsoever was registered pursuant to section 95 of the Companies Act, 1948, on the 29th June 1983

Given under my hand at the Companies Registration  
Office, Cardiff the

28 JUL 1983

No. 638891

R. M. GROVES  
an authorised officer

Certificate and instrument received by

..... G. E. Lewis .....

Date ..... 11.7.83 .....

C.69d (Rev)

**M**

Please do not  
write in this  
blinding margin

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

\*delete if  
inappropriate

THE COMPANIES ACTS 1948 TO 1976

Particulars of a mortgage or charge

Pursuant to section 95 of the Companies Act 1948

Form No. 47

**47**

M285/30 JUN 1983/CF

For official use

Company number

M59

000638891

Name of Company

SAGA HOLIDAYS PLC

EMERGED\*

Date and description of the instrument creating or evidencing the mortgage or charge (note 2)

Standard Security dated 8th March, 1983.

Amount due or owing on the mortgage or charge

All sums due and that may become due.

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

National Westminster Bank PLC

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

RHE/100/4088  
McGowan, Edinburgh  
224 King's Walk Street,  
GLASGOW, G1 1JP.

For official use  
Mortgage section

Post room

REGISTERED

29 JUN 1983

Time critical reference



Short particulars of all the property mortgaged or charged

The Covenanter's Inn, Aberfoyle.

Please  
write  
binding

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

Particulars as to commission, allowance or discount (note 3)

None

Signed

*David, James*

Date

23<sup>rd</sup> June 1983

Designation of position in relation to the company

Solicitors to the Company

#### Notes

- 1 The original instrument creating the charge, together with this form, must be delivered to the Registrar of Companies within 21 days after the date of creation of the charge (Section 95(1)). 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 copy instrument could in due course of post, and if posted with due diligence, have been received in the United Kingdom (Section 95(3)). A certified copy of the instrument creating the charge will only be accepted where the property charged and the charge so created are both outside the United Kingdom (Section 95(3)) and in such cases the copy must be verified or certified to be a true copy under the seal of the Company or under the hand of some person interested therein otherwise than on behalf of the company.
- 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 subscribing or agreeing to subscribe, whether absolutely or conditionally, or 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.



## THE COMPANIES ACTS 1948 TO 1976

Certificate of registration in Scotland or  
Northern Ireland of a charge comprising  
property situate there

Pursuant to section 95(5) of the Companies Act 1948

47c

Please do not  
write in this  
binding marginPlease complete  
legibly, preferably  
in black type, or  
bold block lettering

Name of company

Company number

000638891

\*delete if  
inappropriate

SAGA HOLIDAYS PLC

Limited\*

\*delete as  
appropriate

X1) [We]† McGrigor Donald &amp; Co.

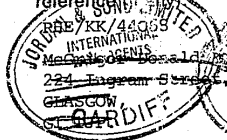
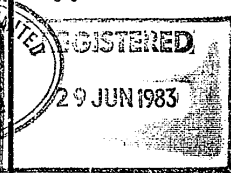
This certificate  
must be given  
by a director or  
secretary of the  
company or by a  
person interested  
in the charge  
otherwise than  
on behalf of the  
company or by  
a solicitor  
acting on behalf  
of the company  
or of some  
other person so  
interested as  
aforesaid. The  
capacity in  
which the  
certificate is  
given must be  
stated

of 224 Ingram Street, Glasgow

being† Solicitors for the National Westminster Bank PLC

hereby certify that the charge§ constituted by Standard Security granted by Saga  
Holidays PLC in favour of National Westminster Bank PLC dated 8th March, 1983.of which a true copy is annexed hereto was presented for registration on 9th June 19 83  
at the Register of Sasines for the County of Roxburgh.§Give date and  
parties to chargeState description  
and situation of  
office of  
registration  
(Court of Sasines  
Scotland) or (The  
Deeds Registry  
Northern Ireland)

Signed†

Presentor's name, address and  
referenceFor official use  
Mortgage section

Post room





m59

## CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

I hereby certify that a Standard Security which was presented for registration at the Register of Sasines on the 9th June 1983 and created by SAGA HOLIDAYS PLC for securing all monies due or to become due from the Company to the Chargee on any account whatsoever was registered pursuant to section 95 of the Companies Act, 1948, on the 29th June 1983

Given under my hand at the Companies Registration  
Office, Cardiff the 28 JUL 1983.

No. 658891

*R. M. Groves*

R. M. GROVES  
an authorised officer

Certificate and instrument received by

..... *G. E. Lewis* .....

.....

Date ..... 11-7-83 .....

C.69d (Rev)

*As*

**M**

THE COMPANIES ACTS 1948 TO 1981

**Particulars of a mortgage or charge**

Form No. 47

**47**

Pursuant to section 95 of the Companies Act 1948

*MHI/10 DEC/CF*

*M 293/20 DEC/CF*

For official use

*M 61*

Company number

638891

Please do not write in this binding margin

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

\* delete if inappropriate

Name of company

SAGA HOLIDAYS PLC

\*limited\*

Date and description of the instrument creating or evidencing the mortgage or charge (note 2)

Legal Mortgage dated 5th December 1984

Amount due or owing on the mortgage or charge

- i. All present and/or future indebtedness of the Mortgagor to the Bank and/or other account with interest and bank charges and
- ii. All other liabilities whatsoever of the Mortgagor to the Bank present future actual and/or contingent and
- iii. All costs charges and expenses howsoever incurred by the Bank in relation to this Mortgage and such indebtedness and/or liabilities on a full indemnity basis.

Charges by way of floating security all moveable plant machinery implements utensils furniture equipment now and from time to time placed on or used in or about the Mortgaged Property with the discharge on demand of all moneys costs and interest as aforesaid.

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

National Westminster Bank ~~PLC~~ PLC

Europa House, 49 Sandgate Road, Folkestone, Kent.

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

Messrs Rootes & Alliot  
27 Cheriton Gardens  
Folkestone  
Kent

Ref: AB/SCP

Time critical reference

*6200*  
*20/12*

For official use  
Mortgage section

Post room

**REGISTERED**  
19 DEC 1984



[P.T.O.]

Short particulars of all the property mortgaged or charged

All that freehold property known as The Manor House Folkestone, in the County of Kent.

Floating charge over all movable plant machinery implements utensils furniture and equipment.

Particulars as to commission, allowance or discount (note 3)

Signed \_\_\_\_\_ Date \_\_\_\_\_  
Designation of position in relation to the company COMPANY

Notes

- 1 The original instrument creating the charge, together with this form, must be presented to the Registrar of Companies within 21 days after the date of creation of the charge if the property is situated and the charge was created outside the United Kingdom. If the property is situated in the United Kingdom the Registrar must be effected within 21 days after the date on which the charge was created, and if posted with due diligence, have been received in the Registrar's office (section 95 (3)). A certified copy of the instrument creating the charge, the property charged and the charge so created are both outside the United Kingdom and in such cases the copy must be verified or certified to be a true copy by the Company or under the hand of some person interested therein other than the Company.
- 2 A description of the instrument, eg, "Trust Deed", "Debenure", "Mortgage", as the case may be, should be given.
- 3 In this section there should be inserted the amount or rate per cent. of discount (if any) paid or made either directly or indirectly by the Company in consideration of his subscribing or agreeing to subscribe, whether absolutely or procuring or agreeing to procure subscriptions, whether absolute or debentures included in this return. The rate of interest payable under the instrument should not be entered.

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Form No. 47

Form No. 47

to section 95 of the Companies Act 1948

M10/10 DEC/CE

For official use

Company number

M10

639891

company  
HOLLIS & CO

limited

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

Mortgage dated 5th December 1984

due or owing on the mortgage or charge

- 11 present and/or future indebtedness of the Mortgagor to the Bank and/or other account with interest and bank charges and
- 11 other liabilities whatsoever of the Mortgagor to the Bank present and future actual and/or contingent and
- 11 costs charges and expenses howsoever incurred by the Bank in relation to this Mortgage and such indebtedness and/or liabilities on full indemnity basis.

by way of floating security all moveable plant machinery implements and furniture equipment now and from time to time placed on or used in or about the Mortgaged Property with the discharge on demand of all moneys and interest as aforesaid.

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

al Westminster Bank plc  
House, 49 Sandgate Road, Folkestone, Kent.

s name, address and  
(if any)  
Rout & Allott  
Gardens  
Bore

For official use  
Mortgage section

Post room

REGISTERED

7 DEC 1984



by/for

ical reference

(P.T.O.)

Short particulars of all the property mortgaged or charged

Please do not  
write in this  
binding margin

Please complete  
legibly, prefer-  
ably in black  
type or bold  
block lettering

All that freehold property known as The Burlington Hotel, Earls Avenue,  
Folkestone, in the County of Kent.

*floating charge on form page*

Particulars as to commission, allowance or discount (note 3)

Signed \_\_\_\_\_ Date 5th December 1984

Designation of position in relation to the company COMPANY SECRETARY

Notes

- 1 The original instrument creating the charge, together with this form, must be delivered to the Registrar of Companies within 21 days after the date of creation of the charge (Section 95 (1)). 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 copy instrument could in due course of post, and if posted with due diligence, have been received in the United Kingdom (section 95 (3)). A certified copy of the instrument creating the charge will only be accepted where the property charged and the charge so created are both outside the United Kingdom (section 95 (3)) and in such cases the copy must be verified or certified to be a true copy under the seal of the Company or under the hand of some person interested therein otherwise than on behalf of the company.
- 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 subscribing or agreeing to subscribe, whether absolutely or conditionally, or 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.

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1760



## CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

I hereby certify that a mortgage or charge dated the 5th December 1984  
and created by SAGA HOLIDAYS PLC

for securing all moneys now due, or hereafter to become due, or from time  
to time accruing due from the company to National Westminster Bank PLC

on any account whatsoever

was registered pursuant to section 95 of the Companies Act, 1948, on the  
7th December 1984

Given under my hand at the Companies Registration Office,  
Cardiff the 18 DEC 1984

No. 638891

*R. M. Groves*  
R. M. GROVES  
an authorised officer

Certificate and instrument received by

..... *Post* .....

.....

Date ..... 18.12.84 .....

C.65a

*[Signature]*

**M**

COMPANIES FORM No. 403a

**Declaration of satisfaction  
in full or in part  
of mortgage or charge****403a**Please do not  
write in  
this margin

Pursuant to section 403(1) of the Companies Act 1985

MS 395/27 OCT/CF

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

To the Registrar of Companies

For official use

Company number

[ ] [ ] [ ] [ ]

638891

Name of company

\* SAGA HOLIDAYS PLC.

\* Insert full name  
of company

I, PETER CHARLES DE HAAN

of ENBROOK HOUSE, SANDGATE HILL, FOLKESTONE, KENT.

† delete as  
appropriate‡ insert a description  
of the instrument(s)  
creating or  
evidencing the  
charge, eg  
'Mortgage',  
'Charge',  
'Debenture' etc.§ the date of  
registration may be  
confirmed from the  
certificate§ insert brief  
details of  
property

I, PETER CHARLES DE HAAN, do solemnly and sincerely declare that the debt for which

the charge described below was given has been paid or satisfied in [full][part]†

Date and Description of charge‡ 13TH FEBRUARY 1979 LEGAL CHARGE

Date of Registration§ 19TH FEBRUARY 1979

Name and address of [charge]§ NATIONALE WESTMINSTER BANK PLC.  
41 LOTHBURY, LONDON, EC2P 2BPShort particulars of property charged§ FLEUR DE LIS SANDGATE HIGH STREET, SANDGATE  
FOLKESTONE, KENT. TITLE NO. K441949And I make this solemn declaration conscientiously believing the same to be true and by virtue of the  
provisions of the Statutory Declarations Act 1835.Declared at Sandgate Hill  
Sandgate Folkestone

Declarant to sign below

the 22<sup>nd</sup> day of October

one thousand nine hundred and Eighty-Six

before me Chris P. Tuya

A Commissioner for Oaths or Notary Public or Justice of  
the Peace or Solicitor having the powers conferred on a  
Commissioner for OathsPresentor's name address and  
reference (if any):Peter Charles De Haan,  
Director, Saga Holidays Plc.  
Sandgate Hill,  
FOLKESTONE, KENT.

Ref: APR/SCP

For official Use  
Mortgage Section

Post room

24 OCT 1986



**M**

COMPANIES FORM No. 403a

**Declaration of satisfaction  
in full or in part  
of mortgage or charge****403a**Please do not  
write in  
this margin

Pursuant to section 403(1) of the Companies Act 1985

MS 396/27 OCT/85

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

To the Registrar of Companies

For official use

Company number

Name of company

\* SAGA HOLIDAYS PLC.

638891

\* insert full name  
of companyI, PETER CHARLES DE HAAN  
of ENBROOK HOUSE, SANDGATE HILL, FOLKESTONE, KENT.† delete as  
appropriate‡ insert a description  
of the instrument(s)  
creating or  
evidencing the  
charge, eg  
'Mortgage',  
'Charge',  
'Debenture' etc.a director ~~and~~ secretary of the above company do solemnly and sincerely declare that the debt for which  
the charge described below was given has been paid or satisfied in **[full]** **[part]** †Date and Description of charge ‡ 27TH JUNE 1977 MORTGAGEDate of Registration ‡ 4TH JULY 1977Name and address of [chargee] ~~THE BANK OF ENGLAND~~ NATIONAL WESTMINSTER BANK PLC.  
41 LOTHBURY, LONDON, EC2P 2BP§ the date of  
registration may be  
confirmed from the  
certificateShort particulars of property charged § ENBROOK HOUSE, SANDGATE, FOLKESTONE, KENT.  
LAND TITLE NO. K 455487§ insert brief  
details of  
propertyAnd I make this solemn declaration conscientiously believing the same to be true and by virtue of the  
provisions of the Statutory Declarations Act 1935.Declared at Sandgate Hill  
Sandgate Folkestone

Declarant to sign below

the 22<sup>nd</sup> day of October  
one thousand nine hundred and Eighty-Six  
before me Chris P. KingA Commissioner for Oaths or Notary Public or Justice of  
the Peace or Solicitor having the powers conferred on a  
Commissioner for OathsPresenter's name address and  
reference (if any):Director of Peter Charles De Haan  
Saga Holidays Plc.  
Sandgate Hill,  
Folkestone,  
Kent.

Ref: APR/SCP

Official Use  
Registration Section

Post room

24 OCT 1986





**M**

COMPANIES FORM No. 403a

Edly M61

**403a****Declaration of satisfaction  
in full or in part  
of mortgage or charge**Please do not  
write in  
this margin

Pursuant to section 403(1) of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

M 16 12

638891

Name of company

\* SAGA HOLIDAYS PLC.

\* insert full name  
of company

PETER CHARLES DE HAAN

I,

ENBROOK HOUSE, SANDGATE HILL, FOLKESTONE, KENT.

of

† delete as  
appropriate

APR

a director/secretary of the company do solemnly and sincerely declare that the debt for which  
and the charge described below was given has been paid or satisfied in [full][part]†‡ insert a description  
of the instrument(s)  
creating or  
evidencing the  
charge, eg  
'Mortgage',  
'Charge',  
'Debenture' etc.

Date and Description of charge‡ 5th December 1984 Legal Mortgage

Date of Registration 19th December 1984

§ the date of  
registration may be  
confirmed from the  
certificate

APR

Name and address of [chargee] (trustee for the debenture holders) NATIONAL WESTMINSTER BANK PLC.  
41 LOTHBURY, LONDON, EC2P 2BPShort particulars of property charged§ ALL THAT FREEHOLD PROPERTY KNOWN AS THE MANOR HOUSE,  
THE LEAS, FOLKESTONE, KENT.§ insert brief  
details of  
propertyAnd I make this solemn declaration conscientiously believing the same to be true and by virtue of the  
provisions of the Statutory Declarations Act 1835.Declared at ENBROOK HOUSE,  
SANDGATE HILL, FOLKESTONE, KENT.

Declarant to sign below

the 24<sup>th</sup> day of April  
one thousand nine hundred and Eighty-Six  
before me A. P. RADCLIFFEA Commissioner for Oaths or Notary Public or Justice of  
the Peace or Solicitor having the powers conferred on a  
Commissioner for OathsPresenter's name address and  
reference (if any):Messrs. Rootes & Alliot,  
27 Cheriton Gardens,  
Folkestone, Kent.

Ref: APR/SCP

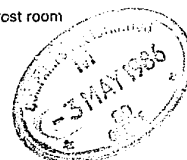
For official Use

Mortgage Section

REGISTERED

- 3 MAY 1986

Post room



M

COMPANIES FORM No. 403a

Full MS6

403a

**Declaration of satisfaction  
in full or in part  
of mortgage or charge**

Please do not  
write in  
this margin

Pursuant to section 403(1) of the Companies Act 1985

MS 215 114 MAY 1986

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

To the Registrar of Companies

For official use

Company number

11613

638891

\* insert full name  
of company

Name of company

\* SAGA HOLIDAYS PLC.

I, PETER CHARLES DE HAAN

of ENBROOK HOUSE, SANDGATE HILL, FOLKESTONE, KENT.

† delete as  
appropriate

‡ insert a description  
of the instrument(s)  
creating or  
evidencing the  
charge, eg  
'Mortgage',  
'Charge',  
'Debenture' etc.

§ the date of  
registration may be  
confirmed from the  
certificate

§ insert brief  
details of  
property

a director/secretary of the above company, do solemnly and sincerely declare that the debt for which  
the charge described below was given has been paid or satisfied in [full][part]†

Date and Description of charge‡ 27th November 1982 LEGAL MORTGAGE

Date of Registration§ 8TH DECEMBER 1982

Name and address of [chargee] [trustee for the debenture holders] NATIONAL WESTMINSTER BANK PLC.  
41, LOTHBURY, LONDON, EC2P 2BP

Short particulars of property charged§ ALL THAT FREEHOLD PROPERTY KNOWN AS THE CUMBRIA  
GRAND HOTEL, GRANGE OVER SANDS, CUMBRIA,

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the  
provisions of the Statutory Declarations Act 1835.

Declared at ENBROOK HOUSE,  
SANDGATE HILL, FOLKESTONE, KENT.

Declarant to sign below

the 24th day of April  
one thousand nine hundred and Eighty Six  
before me A. P. RADCLIFFE

Commissioner for Oaths or Notary Public or Justice of  
the Peace or Solicitor having the powers conferred on a  
Commissioner for Oaths

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

Rootes & Allott,  
27 Cheriton Gardens,  
Folkestone, Kent.

Ref: APR/SCP

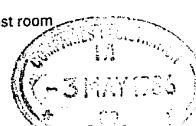
For official Use

Mortgage Section

REGISTERED

- 3 MAY 1986

Post room



**M**

## COMPANIES FORM No. 403a

**Declaration of satisfaction  
in full or in part  
of mortgage or charge****403a**Please do not  
write in  
this margin

Pursuant to section 403(1) of the Companies Act 1985

MS 216114 MAY 1986

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

To the Registrar of Companies

For official use

Company number

M1614

638891

Name of company

\* SAGA HOLIDAYS PLC.

\* insert full name  
of company

I, PETER CHARLES DE HAAN

of ENBROOK HOUSE, SANDGATE HILL, FOLKESTONE, KENT.

† delete as  
appropriate† insert a description  
of the instrument(s)  
creating or  
evidencing the  
charge, eg  
'Mortgage',  
'Charge',  
'Debenture' etc.‡ the date of  
registration may be  
confirmed from the  
certificate§ insert brief  
details of  
propertya director/AND secretary of the above company, do solemnly and sincerely declare that the debt for which  
the charge described below was given has been paid or satisfied in [full][part]†

Date and Description of charge‡ 27TH JUNE 19877 LEGAL MORTGAGE

Date of Registration§ 4TH JULY 1977

Name and address of [chargee] [NATIONAL WESTMINSTER BANK PLC  
41, LOTHBURY, LONDON, EC2P 2BPShort particulars of property charged§ ALL THAT FREEHOLD PROPERTY KNOWN AS 29 CASTLE  
HILL AVENUE, FOLKESTONE, KENT. AS PER AN ASSIGNMENT OF LEASE DATED  
31ST MAY 1974And I make this solemn declaration conscientiously believing the same to be true and by virtue of the  
provisions of the Statutory Declarations Act 1835.Declared at ENBROOK HOUSE,  
SANDGATE HILL, FOLKESTONE, KENT.

Declarant to sign below

the 24th day of April  
one thousand nine hundred and Eighty-Six  
before me A. P. RADCLIFFEA Commissioner for Oaths or Notary Public or Justice of  
the Peace or Solicitor having the powers conferred on a  
Commissioner for OathsPresenter's name address and  
reference (if any):Rootes & Alliott,  
27 Cheriton Gardens,  
Folkestone, Kent.

Ref: APR/SCP

For official Use

Mortgage Section

REGISTERED

- 3 MAY 1986

Post room

- 3 MAY 1986

M

COMPANIES FORM No. 403a

**Declaration of satisfaction  
in full or in part  
of mortgage or charge**

403a

Please do not  
write in  
this margin

Pursuant to section 403(1) of the Companies Act 1985

MS217/14 MAY/CE

To the Registrar of Companies

For official use

Company number

1615

638891

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

Name of company

\* SAGA HOLIDAYS PLC.

\* insert full name  
of company

I, PETER CHARLES DE HAAN  
of ENBROOK HOUSE, SANDGATE HILL, FOLKESTONE, KENT.

† delete as  
appropriate

‡ insert a description  
of the instrument(s)  
creating or  
evidencing the  
charge, eg  
'Mortgage',  
'Charge',  
'Debenture' etc.

§ the date of  
registration may be  
confirmed from the  
certificate

§ insert brief  
details of  
property

a director ~~the~~ secretary ~~of the above company~~ do solemnly and sincerely declare that the debt for which  
and  
the charge described below was given has been paid or satisfied in [full][part]†

Date and Description of charge‡ 5th December 1984 Legal Mortgage

Date of Registration§ 7th December 1984

Name and address of [chargee] ~~(trustee for the debenture holders)~~ NATIONAL WESTMINSTER BANK PLC.  
41, LOTHBURY, LONDON, EC2P 2BP

Short particulars of property charged§ ALL THAT FREEHOLD PROPERTY KNOWN AS THE  
BURLINGTON HOTEL, EARLS AVENUE, FOLKESTONE, KENT.

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the  
provisions of the Statutory Declarations Act 1835.

Declared at ENBROOK HOUSE,  
SANDGATE HILL, FOLKESTONE, KENT.

Declarant to sign below

the 2nd day of April  
one thousand nine hundred and Eighty-Six  
before me A. P. RADCLIFFE

A ~~Commissioner for Oaths or~~ Notary Public or Justice of  
the Peace or Solicitor having the powers conferred on a  
Commissioner for Oaths

6800

14-51

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

Messrs Rootes & Alliot,  
27 Cheriton Gardens,  
Folkestone, Kent.

Ref: APR/SCP

For official Use  
Mortgage Section

REGISTERED

- 3 MAY 1986

Post room



**M**

COMPANIES FORM No. 403a

Fully M55

**Declaration of satisfaction  
in full or in part  
of mortgage or charge****403a**Please do not  
write in  
this margin

Pursuant to section 403(1) of the Companies Act 1985

MS 218/14 MAY/CE

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

To the Registrar of Companies

For official use

Company number

M 16 16

638891

\* insert full name  
of company

Name of company

\* SAGA HOLIDAYS PLC.

† delete as  
appropriate‡ insert a description  
of the instrument(s)  
creating or  
evidencing the  
charge, eg  
'Mortgage',  
'Charge',  
'Debenture' etc.

AM

o the date of  
registration may be  
confirmed from the  
certificate§ insert brief  
details of  
property

I, PETER CHARLES DE HAAN

of ENBROOK HOUSE, SANDGATE HILL, FOLKESTONE, KENT.

a director/AND the secretary of the above company, do solemnly and sincerely declare that the debt for which  
the charge described below was given has been paid or satisfied in [full][part]†

Date and Description of charge‡ 13TH FEBRUARY 1979 LEGAL MORTGAGE

Date of Registration§ 5TH MARCH 1979

Name and address of [chargee] (to be deleted for debenture holders) NATIONAL WESTMINSTER BANK PLC.  
41, LOTHBURY, LONDON, EC2P 2BPShort particulars of property charged§ ALL THAT FREEHOLD PROPERTY KNOWN AS THE PALACE  
HOTEL, BUXTON, DERBYSHIRE.And I make this solemn declaration conscientiously believing the same to be true and by virtue of the  
provisions of the Statutory Declarations Act 1835.Declared at ENBROOK HOUSE,  
SANDGATE HILL, FOLKESTONE, KENT

Declarant to sign below

the 24<sup>th</sup> day of April  
one thousand nine hundred and Eighty-Six  
before me A. P. RADCLIFFE  
A. P. RADCLIFFEA Commissioner for Oaths or Notary Public or Justice of  
the Peace or Solicitor having the powers conferred on a  
Commissioner for Oaths6801  
14-5.Presentor's name address and  
reference (if any):Messrs. Rootes & Alliot,  
27 Cheriton Gardens,  
Folkestone, Kent.

Ref: APR/SCP

For official Use  
Mortgage Section

REGISTERED

- 3 MAY 1986

Post room



**M**

COMPANIES FORM No. 403a

Fully M57

**Declaration of satisfaction  
in full or in part  
of mortgage or charge****403a**Please do not  
write in  
this margin

Pursuant to section 403(1) of the Companies Act 1985

MS 219/114 MAY/CE

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

To the Registrar of Companies

For official use

Company number

M 6 17

638891

\* insert full name  
of company

Name of company

\* SAGA HOLIDAYS PLC.

I, PETER CHARLES DE HAAN

of ENBROOK HOUSE, SANDGATE HILL, FOLKESTONE, KENT.

† delete as  
appropriate† insert a description  
of the instrument(s)  
creating or  
evidencing the  
charge, eg  
'Mortgage',  
'Charge',  
'Debenture' etc.a director/secretary of the above company do solemnly and sincerely declare that the debt for which  
and secretary the charge described below was given has been paid or satisfied in [full] [part]†

Date and Description of charge† MEMORANDUM OF DEPOSIT DATED 30TH MARCH 1983

Date of Registration 8TH APRIL 1983

Name and address of [chargee] [trustee of the debenture holders] NATIONAL WESTMINSTER BANK PLC.  
41 LOTHBURY, LONDON. EC2P 2BPo the date of  
registration may be  
confirmed from the  
certificateShort particulars of property charged† ALL STOCKS, SHARES, LANDS, RECEIPTS, OR  
OTHER PROPERTY AND/OR THE PROCEEDS OF SALE THEREOF AND DOCUMENTS EVIDENCING  
COMPANIES TITLE UNDER THE TERMS OF THE CHARGE THERETO NOW OR HEREAFTER§ insert brief  
details of  
propertyAnd I make this solemn declaration conscientiously believing the same to be true and by virtue of the /Cont...  
provisions of the Statutory Declarations Act 1835.Declared at ENBROOK HOUSE,  
SANDGATE HILL, FOLKESTONE, KENT.

Declarant to sign below

the 2nd day of April  
one thousand nine hundred and Eighty-Six  
before me A. P. RADCLIFFEA Commissioner for Oaths or Notary Public or Justice of  
the Peace or Solicitor having the powers conferred on a  
Commissioner for Oaths6802  
14-5Presenter's name address and  
reference (if any):Messrs. Rootes & Alliot,  
27 Cheriton Gardens,  
Folkestone,  
Kent.

Ref: APR/SCP

For official Use

Mortgage Section

- 3 MAY 1986

Post room

Companies Form 403a

Stat-Plus Limited, Stat-Plus House, Greenlea Park, Prince George's Road, London SW19 2PU Tel. 01-646 5500  
A subsidiary of Stat-Plus Group PLC

HHE

DEPOSITED WITH THE BANK OR TRANSFERRED TO THE BANK OR  
ITS NOMINEES BY THE COMPANY.

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COMPANIES FORM No. 403a

Elly 458

**Declaration of satisfaction  
in full or in part  
of mortgage or charge**

403a

MS 220/14 MAY/CF

Please do not  
write in  
this margin

Pursuant to section 403(1) of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

4618

638891

Name of company

\* SAGA HOLIDAYS PLC

\* insert full name  
of company

I, PETER CHARLES DE HAAN

of ENBROOK HOUSE, SANDGATE HILL, FOLKESTONE, KENT.

† delete as  
appropriate

‡ insert a description  
of the instrument(s)  
creating or  
evidencing the  
charge, eg  
'Mortgage',  
'Charge',  
'Debenture' etc.

a director ~~the~~ and secretary of the above company, do solemnly and sincerely declare that the debt for which the charge described below was given has been paid or satisfied in full ~~in full~~

Date and Description of charge: Standard Security dated 22nd April 1983.

Date of Registration: 29th June 1983

Name and address of [chargee][trustee for the debenture holders] National Westminster Bank plc

§ the date of  
registration may be  
confirmed from the  
certificate

Short particulars of property charged: The Waverley Castle Hotel, Melrose

§ insert brief  
details of  
property

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at ENBROOK HOUSE,  
SANDGATE HILL, FOLKESTONE, KENT.

Declarant to sign below

the 24th day of April  
one thousand nine hundred and Eighty-Six  
before me A. P. RADCLIFFE

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths

6803

TH-5.

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

Dorman Jeffrey & Co.,  
Solicitors  
140 West George Street  
GLASGOW G2 2HH.

Ref: 19/S150.3/hm

For official Use  
Mortgage Section

RECORDED

- 3 MAY 1986

Post room

3 MAY 1986

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M

COMPANIES FORM No. 403a

Elly 159

**Declaration of satisfaction  
in full or in part  
of mortgage or charge**

403a

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write in  
this margin

Pursuant to section 403(1) of the Companies Act 1985

MS 221114 MAY 1CF

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

To the Registrar of Companies

For official use Company number

[1619]

638891

Name of company

\* SAGA HOLIDAYS PLC

\* insert full name  
of company

I, PETER CHARLES DE HAAN

of ENBROOK HOUSE, SANDGATE HILL, FOLKESTONE, KENT.

† delete as  
appropriate

a director and the secretary of the above company, do solemnly and sincerely declare that the debt for  
which the charge described below was given has been paid or satisfied in full (part)†

† insert a description  
of the instrument(s)  
creating or  
evidencing the  
charge, eg  
'Mortgage',  
'Charge',  
'Debenture' etc.

Date and Description of charge: Standard Security dated 2nd April 1983

Date of Registrations: 29th June 1983

Name and address of [chargee][trustee for the debenture holders] National Westminster Bank plc

§ the date of  
registration may be  
confirmed from the  
certificate

Short particulars of property charged: The Covenanters' Inn, Aberfoyle

§ insert brief  
details of  
property

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the  
provisions of the Statutory Declarations Act 1835.

Declared at ENBROOK HOUSE,  
SANDGATE HILL, FOLKESTONE, KENT.

Declarant to sign below

the 24th day of April  
one thousand nine hundred and Eighty-Six  
before me A. P. RADCLIFFE

A Commissioner for Oaths or Notary Public or Justice of  
the Peace or Solicitor having the powers conferred on a  
Commissioner for Oaths

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

Dorman Jeffrey & Co.  
Solicitors  
140 West George Street  
GLASGOW G2 2HH

Ref : S150.1/hm

For official Use

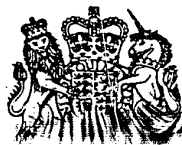
Mortgage Section

- 3 MAY 1986

Post room



m61



## CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

I hereby certify that a mortgage or charge dated the 5th December 1984  
and created by SAGA HOLIDAYS PLC

for securing all moneys now due, or hereafter to become due, or from time  
to time accruing due from the company to National Westminster Bank PLC

on any account whatsoever

was registered pursuant to section 95 of the Companies Act, 1948, on the  
19th December 1984

Given under my hand at the Companies Registration Office,  
Cardiff the 11<sup>th</sup> JAN 1985

No. 638891

*R. M. Groves*  
R. M. GROVES  
an authorised officer

Certificate and instrument received by

..... *Post* .....  
.....  
Date ..... *14/1/85* .....

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write in  
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## COMPANIES FORM No. 395

## Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

**395**Please complete  
legibly, preferably  
in black type or  
bold block  
lettering\*Insert full name  
of company

To the Registrar of Companies

For official use

Company number

638891

Name of company

\* SAGA GROUP LIMITED (the "Company")

Date of creation of the charge

22nd June, 1990

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

DEBENTURE (the "Debenture")

Amount secured by the mortgage or charge

The "Secured Liabilities" which means all present and future obligations and liabilities (whether actual or contingent and whether owed jointly or severally or in any other capacity whatsoever) of each Obligor to the Agent, the Arranger and the Banks (or any of them) under each of the Finance Documents to which such Obligor is a party together with all costs, charges and expenses incurred by the Agent, the Arranger or any Bank in connection with the protection, preservation or enforcement of its respective rights under the Finance Documents, provided

(please see Continuation Sheet No.1)

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

NATIONAL WESTMINSTER BANK PLC

(please see Continuation Sheet No.1)

Postcode

Presentor's name, address and  
reference (if any):ALLEN & OVERY  
9 CHAPSIDE  
LONDON EC2V 6AD

FC-MR

Time critical reference

For official use  
Mortgage section

REGISTERED

29 JUN 1990

Post room



Short particulars of all the property mortgaged or charged

1. (a) by way of first legal mortgage all estates or interests in any freehold or leasehold property wheresoever situate now belonging to it and all buildings and fixtures thereon, the proceeds of sale of all or any part thereof and the benefit of any covenants for title given or entered into by any predecessor in title of the Company and any moneys paid or payable in respect of such covenants;
- (b) by way of first fixed charge all Group Shares held now or in the future by it and/or any nominee on its behalf and all Related Rights accruing to the Group Shares now or in the future;

(please see Continuation Sheet No. 1)

Please do not write in this margin

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

Particulars as to commission allowance or discount (note 3)

NIL

Signed

*Allen Ovey*

Date

26th June, 1990

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.

Page 2



The Solicitors Law Stationery Society plc, Paulton House, 8 Shepherdess Walk, London N1 7LB

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Companies M395

COMPANIES FORM No. 395 (Cont.) AND FORM No. 410 (Scot)(Cont.)

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

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Continuation sheet No. 1  
to Forms Nos 395 and 410 (Scot)

Company number

638891

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

Name of company

SAGA GROUP

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)

that no obligation or liability shall be included in the definition of "Secured Liabilities" to the extent that, if it were so included, the Debenture (or any part thereof) would constitute unlawful financial assistance within the meaning of Sections 151 and 152 of the Companies Act 1985.

For the purposes of the above the following terms have the following meanings:

"Additional Borrower" means a member of the Group which becomes a Borrower under the Credit Agreement.

"Additional Guarantor" means a U.K. Subsidiary of Saga Leisure Limited which becomes a Guarantor under the Credit Agreement.

"Agent" means National Westminster Bank PLC.

"Ancillary Facilities Letter" means a letter dated 18th January, 1990 between Saga Leisure Limited and the Original Bank in respect of certain ancillary facilities, together with any supplements and amendments thereto.

"Arranger" means National Westminster Bank PLC.

"Bank" means the Original Bank and any other bank or financial institution which becomes a Bank under the Credit Agreement.

"Borrower" means any of Saga Leisure Limited and the Additional Borrowers.

"Bridging Loan Agreement" means a £6,000,000 bridging loan agreement dated 18th January, 1990 between Saga Leisure Limited and the Original Bank.

"Credit Agreement" means a £17,500,000 credit agreement dated 18th January, 1990 between Saga Leisure Limited, the Arranger, the Original Bank and the Agent.

"Deed of Accession" means a deed of accession whereby a U.K. Subsidiary of Saga Leisure Limited becomes an Additional Guarantor under the Credit Agreement.

"Finance Document" means any of the Credit Agreement, the fee letter (dated 18th February, 1990 between Saga Leisure Limited and the Original Bank concerning fees payable by Saga Leisure Limited under the Credit Agreement), the Substitution Certificates, the Deeds of Accession, the Security Documents, the Hedging Agreements, the Loan Note Guarantee, the Ancillary Facilities Letter, the Bridging Loan Agreement, the Indemnity and any document delivered to the Agent in respect of a Guarantor becoming an Additional Borrower.

"Group" means Saga Leisure Limited and its subsidiaries (as defined under the Credit Agreement) for the time being.

"Guarantor" means any of Saga Leisure Limited and the Additional Guarantors.

"Hedging Agreements" means agreements entered into by Saga Leisure Limited concerning its interest rate exposure under the Credit Agreement.

(please see Continuation Sheet No.2)

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

OF KING'S CROSS HOUSE, 200 PENTONVILLE ROAD,  
LONDON N1 9HL (AS AGENT AND TRUSTEE FOR ITSELF,  
THE ARRANGER AND EACH BANK AS DEFINED ABOVE)

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Short particulars of all the property mortgaged or charged (continued)

(c) by way of first fixed charge:

- (i) (to the extent that the same are not the subject of a mortgage under paragraph (a) above) all present and future estates or interests in any freehold or leasehold property belonging to it and all buildings and fixtures thereon, all proceeds of sale thereof and the benefit of any covenants for title given or entered into by any predecessor in title of the Company and any moneys paid or payable in respect of such covenants;
- (ii) all plant and machinery now or in the future owned by the Company and its interest in any plant or machinery in its possession;
- (iii) its present and future interest in all stocks, shares (other than the Group Shares), debentures, bonds or other securities and investments together with all Related Rights accruing thereto now or in the future;
- (iv) all moneys (including interest) from time to time standing to the credit of each of its present and future accounts (including, without limitation, the Security Accounts) with any bank, financial institution or other person and the debts represented thereby;
- (v) all benefits in respect of the Insurances and all claims and returns of premiums in respect thereof;
- (vi) all of the Company's present and future book and other debts, the proceeds of the same and all other moneys due and owing to the Company or which may become due and owing to it at any time in the future and the benefit of all rights, securities and guarantees of any nature whatsoever now or at any time enjoyed or held by it in relation to any of the foregoing;
- (vii) (to the extent that the same do not fall within any other sub-paragraph of this paragraph (c)) all of the Company's rights and benefits under any distributorship or similar agreements entered into by it, any letters of credit issued in its favour and all bills of exchange and other negotiable instruments held by it;
- (viii) any beneficial interest, claim or entitlement of the Company in any pension fund;
- (ix) the Company's present and future goodwill;

(please see Continuation Sheet No.2)

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Page 4



COMPANIES FORM No. 395 (Cont.) AND FORM No. 410 (Scot)(Cont.)

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

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Continuation sheet No. 2  
to Forms Nos 395 and 410 (Scot)

Company number

638891

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

Name of company

SAGA GROUP

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)

"Indemnity" means an indemnity dated 28th February, 1990 given by Saga Leisure Limited to the Original Bank in respect of the Loan Note Guarantee.

"Loan Note Guarantee" means the guarantee made by the Original Bank of the loan note alternative contained in a loan note instrument dated 23rd February, 1990 between Saga Leisure Limited and the Original Bank constituting up to £20,449,334 variable rate notes issued or to be issued in consideration for some shares of the Company.

"Obligor" means any of the Borrowers and the Guarantors.

"Original Bank" means National Westminster Bank PLC.

"Security Documents" means a debenture dated 23rd February, 1990 made by Saga Leisure Limited and the Agent, the Debenture, any debenture made by an Additional Guarantor and the Agent and any other present or future documents guaranteeing, evidencing or creating any security for any amounts payable under the Finance Documents.

"Substitution Certificate" means a novation certificate whereby a bank or financial institution becomes a Bank under the Credit Agreement.

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

[illegible]

10/7/90

Short particulars of all the property mortgaged or charged (continued)

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- (x) the benefit of all present and future licences, consents and authorisations (statutory or otherwise) held in connection with its business or the use of any of the Security Assets specified in paragraph (a) and sub-paragraph (i) above and the right to recover and receive all compensation which may at any time become payable to it in respect thereof;
  - (xi) its present and future uncalled capital; and
  - (xii) all its present and future Intellectual Property Rights.
2. The Company as beneficial owner, as security for the payment and performance of the Secured Liabilities (as defined above), charges in favour of the Agent (as agent and trustee as aforesaid) by way of a first floating charge all its undertaking and assets whatsoever and wheresoever both present and future not otherwise effectively mortgaged or charged by way of fixed mortgage or charge referred to in 1 above.
3. The Company has agreed that it will not (a) create nor permit to subsist any other Encumbrances on the Security Assets nor (b) dispose of the Security Assets, in each case except as permitted under the Credit Agreement (as defined above).

For the purposes of the above, the following terms have the following meanings:

"Collateral Account" means each account maintained from time to time by the Company for the proceeds of the getting in and realisation of book debts and receipts.

"Encumbrance" means any mortgage, pledge, lien, charge, assignment by way of security, hypothecation or security interest or, in jurisdictions other than the United Kingdom, any other agreement or arrangement having the effect of conferring security.

"Group Shares" means shares in any member of the Group (as defined above) other than the Company.

"Insurances" means all contracts and policies of insurance of whatever nature which are from time to time taken out by or on behalf of the Company or (to the extent of such interest) in which the Company has an interest.

"Intellectual Property Rights" means all know-how, patents, trademarks, service marks, registered designs, registerable business names, topographical or similar rights, copyrights and other intellectual property monopoly rights and any interests (including by way of licence) in any of the foregoing (in each case whether registered or not and including all applications for the same).

(please see Continuation Sheet No. 3)

Page 4

COMPANIES FORM No. 395 (Cont.) AND FORM No. 410 (Scot)(Cont.)

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

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Continuation sheet No. 3  
to Forms Nos 395 and 410 (Scot)

Company number

638891

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legibly, preferably  
in black type, or  
bold block lettering

\*Delete if  
inappropriate

Name of company

SAGA GROUP

Limited\*

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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bold block lettering

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in black type, or  
bold block lettering**

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legibly, preferably  
in black type, or  
bold black lettering**

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

Short particulars of all the property mortgaged or charged (continued)

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legibly, preferably  
in black type, or  
bold block lettering

"Realisation Account" means each account maintained from time to time by the Company for the purposes of payment of the proceeds of any recoveries effected by an enforcement by the Agent of the security under the Debenture, where no amounts are due under the Finance Documents (as defined above).

"Related Rights" means, in relation to shares or any other securities, all dividends and interest paid or payable in relation thereto and all shares, securities, rights, moneys or property accruing or offered at any time in relation to such shares or other securities by way of redemption, substitution, exchange, bonus or preference, pursuant to option rights or otherwise.

"Security Accounts" means the Collateral Accounts and the Realisation Accounts.

"Security Assets" means all assets, rights and property of the Company the subject of any security created by or pursuant to the Debenture.

Page 4



The Solicitors' Law Stationery Society plc, 24 Gray's Inn Road, London WC1X 8HR

Companies 395 (Cont.) 410 (Scot) (Cont.)

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**CERTIFICATE OF THE REGISTRATION  
OF A MORTGAGE OR CHARGE**

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

I hereby certify that a mortgage or charge dated the 22nd JUNE 1990  
and created by SAGA GROUP LIMITED for securing all moneys due or to  
become due from each Obligor to NATIONAL WESTMINSTER BANK PLC as Agent  
and Trustee for itself, the Arranger and for each Bank on any account  
whatsoever under the terms of the Finance Documents (all terms as defined  
in the Credit Agreement dated 18th JANUARY 1990)

was registered pursuant to Chapter I Part XII of the Companies Act  
1985, on the 29th JUNE 1990

Given under my hand at the Companies Registration Office,  
Cardiff the 5th JULY 1990

No. 638891

R. M. GROVES

an authorised officer

Certificate and instrument received by

.....

.....

.....

Date 9/7

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# M

## COMPANIES FORM No. 395

# 395

### Particulars of a mortgage or charge

Please do not  
write in  
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Pursuant to section 395 of the Companies Act 1985

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

To the Registrar of Companies

For official use Company number

18

638891

Name of company

\* SAGA GROUP LIMITED (the "Company")

\*Insert full name  
of company

Date of creation of the charge

5th OCTOBER, 1992

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

CHARGE ON CASH

Amount secured by the mortgage or charge

ALL PRESENT AND FUTURE OBLIGATIONS AND LIABILITIES OF THE COMPANY TO THE  
BANK PURSUANT TO THE FACILITY LETTER.

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

NATIONAL WESTMINSTER BANK PLC, 200 PENTONVILLE ROAD,

LONDON (the "Bank")

Postcode N1 9HL

-7 OCT 1992

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

ALLEN & OVERY  
9 CHEAPSIDE  
LONDON EC2V 6AD

(MGD/TSL)

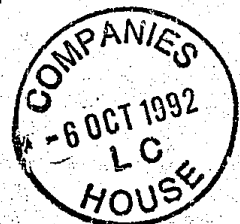
Time critical reference

For official use  
Mortgage section

REGISTERED

-6 OCT 1992

Post room



Short particulars of all the property mortgaged or charged

THE DEPOSIT WITH THE BANK, TOGETHER WITH ALL INTEREST ACCRUING FROM TIME TO TIME EQUATING TO THE AMOUNT DRAWN UNDER THE FACILITY LETTER.

DEFINITION

FACILITY LETTER MEANS A LOAN FACILITY LETTER DATED 24TH AUGUST, 1989 AS AMENDED ON 4TH SEPTEMBER, 1992.

DEPOSIT MEANS THE EQUIVALENT AMOUNT OF A DRAWING IN ACCORDANCE WITH CLAUSE 6 OF THE FACILITY LETTER.

Please do not  
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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 Allen & Ovey

Date 5/10/92

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.

Page 2

FILE COPY



**CERTIFICATE OF THE REGISTRATION  
OF A MORTGAGE OR CHARGE**

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

I hereby certify that a mortgage or charge dated the 5th OCTOBER 1992  
and created by SAGA GROUP LIMITED

for securing all moneys due or to become due from the Company to NATIONAL  
WESTMINSTER BANK PLC PURSUANT TO THE FACILITY LETTER DATED 24th AUGUST  
1989 AS AMENDED ON THE 4th SEPTEMBER 1992

was registered pursuant to Chapter I Part XII of the Companies Act  
1985, on the 6th OCTOBER 1992

Given under my hand at the Companies Registration Office,  
Cardiff the 9th OCTOBER 1992

No. 638891

*S. V. Guy*  
S. V. GUY

an authorised officer

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COMPANIES FORM No. 395

## Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

# 395

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

\*Insert full name  
of company

To the Registrar of Companies

For official use Company number

VI 19

638891

Name of company

\* SAGA GROUP LIMITED (the "Company")

Date of creation of the charge

16th June, 1993

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

A supplemental charge on cash supplemental to a charge on cash  
dated 5th October, 1992

Amount secured by the mortgage or charge

All present and future obligations and liabilities of the Company  
to the bank pursuant to the Facility Letter.

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

NATIONAL WESTMINSTER BANK PLC, 200 Pentonville Road, London

(the "Bank")

Postcode

NI 9HL

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

Allen & Overy  
9 Cheapside  
London EC2V 6AD

Ref: TSL.E00723009

Time critical reference

For official use  
Mortgage section:

REGISTERED

7 JUL 1993

Post room



Short particulars of all the property mortgaged or charged

The deposit with the Bank, together with all interest accruing from time to time equating to the amount drawn under the facility letter.

Definition

Facility Letter means a loan facility letter dated 24th August, 1989 as amended on 4th September, 1992 and 12th March, 1993 and as further amended from time to time.

Deposit means the equivalent amount of a drawing in accordance with clause 6 of the facility letter.

Please do not write in this margin

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

Particulars as to commission allowance or discount (note 3)

Nil

Signed

*Allen C. Overy*

Date

*7th July, 1993*

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 charges", 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.

Page 2



FILE COPY



## CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

I hereby certify that a Supplemental Charge on Cash dated 16th JUNE 1993 and created by SAGA GROUP LIMITED for amending the terms of a Charge on Cash dated 5th OCTOBER 1992 and for securing all moneys due or to become due from the Company to NATIONAL WESTMINSTER BANK PLC was registered pursuant to Chapter I Part XII of the Companies Act 1985, on the 7th JULY 1993.

Given under my hand at the Companies Registration Office,  
Cardiff the 12th JULY 1993.

No. 638891

*Jennifer V Evans*  
JENNIFER V. EVANS

an authorised officer

C. 69d (Rev)

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1217

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legibly, preferably  
in black type or  
bold block  
lettering

\*Insert full name  
of company

COMPANIES FORM No. 395

# 395

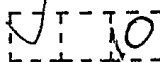
## Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

M56

To the Registrar of Companies

For official use Company number



638891

Name of company

\* ~~SAGA GROUP LIMITED~~ (the "Company") ✓

Date of creation of the charge

31st January 1994 ✓

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

Legal Share Charge dated 31st January 1994 between the Company and N M Rothschild & Sons Limited as security trustee (the "Legal Share Charge")

Amount secured by the mortgage or charge

(Please see Attachment A for the meaning of defined terms).

All money and liabilities due, owing or incurred to the Security Trustee and/or the Lenders by the Company under the Guarantee and under the Legal Share Charge whether actual or contingent, solely or jointly with any other person and whether as principal or surety together with all interest accruing thereon and all costs, charges and expenses incurred in connection therewith.

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

N M ROTHSCHILD & SONS LIMITED of New Court, St. Swithin's Lane  
London EC4P 4DU as security trustee (the "Security Trustee")

Postcode

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

ASHURST MORRIS CRISP  
BROADWALK HOUSE  
5 APPOLD STREET  
LONDON EC2A 2HA

REF: JES 071 638 1111

14 February 1994/JES/B8846.1

Time critical reference

For official use  
Mortgage section

REGISTERED

15 FEB 1994

Post room



00000693

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Short particulars of all the property mortgaged or charged

PLEASE SEE ATTACHMENT B

Please do not  
write in  
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Please complete  
legibly, preferably  
in black type or  
bold block  
lettering

Particulars as to commission allowance or discount (note 3)

None

Signed

Against Morris Crisp

Date

14/2/94

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.

Page 2

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2 10294

**FORM 395 - CONTINUATION SHEET**

**SAGA GROUP LIMITED (COMPANY NO. 638891)**

**ATTACHMENT A**

"Encumbrance"	means any mortgage, charge, assignment, pledge, lien, right of set-off, encumbrance or other security interest (whether fixed or floating) whatsoever;
"Facilities Agreements"	means the NMR Facilities Agreement and the NatWest Facilities Agreement and "Facilities Agreement" means either of them;
"Guarantee"	means the guarantee dated 31 January 1994 made between the Company and the Security Trustee pursuant to which the Company guaranteed payment to the Lenders of all sums owing under the Facilities Agreements;
"Lenders"	means NatWest and NMR and "Lender" means either one of them;
"NatWest"	means National Westminster Bank PLC and its successors and assigns under the NatWest Facilities Agreement;
"NatWest Facilities Agreement"	means a facilities agreement dated 31 January 1994 made between (1) NatWest and (2) Saga Leisure Limited pursuant to which NatWest has made available to Saga Leisure Limited facilities of £7,500,000 as the same may be varied, amended, restated or novated from time to time;
"NMR"	means N M Rothschild & Sons Limited and its successors and assigns under the NMR Facilities Agreement;
"NMR Facilities Agreement"	means a facilities agreement dated 31 January 1994 made between (1) NMR and (2) Saga Leisure Limited pursuant to which NMR has made available to Saga Leisure Limited facilities of £7,500,000 as the same may be varied, amended, restated or novated from time to time;
"Security Trustee"	means NMR as security trustee for itself and the Lenders.

**FORM 395 - CONTINUATION SHEET**

**SAGA GROUP LIMITED (COMPANY NO. 638891)**

**ATTACHMENT B**

- (i) the securities listed below (the "Securities");
- (ii) all dividends, distributions and other income paid or payable on or derived from the Securities;
- (iii) all shares or other property derived from the Securities (whether by way of bonus, option or otherwise);
- (iv) all other accretions, rights, benefits and advantages of all kinds accruing, offered or otherwise derived from the Securities (whether by way of conversion, redemption, bonus, preference, option, offer or otherwise).

**List of securities**

99,999 Ordinary Shares of £1 each in the capital of Saga Services Limited.

97,999 Ordinary Shares of £1 each in the capital of MetroMail Limited.

1 Ordinary Share of £1 in the capital of Saga Management Services Limited.

999,999 Ordinary Shares of £1 each in the capital of Saga Holidays Limited.

1,789,999 Ordinary Shares of £1 each in the capital of Saga Housing Limited.

449,999 Ordinary Shares of £1 each in the capital of Inter-Church Limited.

99,999 Ordinary Shares of £1 each in the capital of Saga Publishing Limited.

**Negative Pledge**

The Legal Share Charge contains a covenant by the Company that during the continuance of the security it will not:-

- (a) create or permit to subsist any Encumbrance on or over all or any part of the property charged by the Legal Share Charge (the "Charged Property") or the right to receive or be paid the same or agree to do so;

- (b) sell, transfer or otherwise dispose of whole or any part of the Charged Property or the right to receive or to be paid the same or agree to do; or
- (c) dispose of the equity of redemption in respect of any of the Charged Property.

FILE COPY



# CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 00638891

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL SHARE CHARGE DATED THE 31st JANUARY 1994 AND CREATED BY SAGA GROUP LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO N M ROTHSCHILD & SONS LIMITED (THE SECURITY TRUSTEE) AND/OR THE LENDERS ON ANY ACCOUNT WHATSOEVER UNDER THE GUARANTEE AND UNDER THE LEGAL SHARE CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 15th FEBRUARY 1994.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 18th FEBRUARY 1994.

*Jennifer V Tonks*

JENNIFER V TONKS

for the Registrar of Companies



COMPANIES HOUSE

HC026B

LC  
18/2

**M**

## COMPANIES FORM No. 403a

**Declaration of satisfaction  
in full or in part  
of mortgage or charge**CM  
SL3C**403a**Please do not  
write in  
this margin

Pursuant to section 403(1) of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

[107]

638891

Name of company

\* SAGA GROUP LIMITED

\* insert full name  
of companyI, PETER CHARLES DEHAANof BRIDGE FARM HIGH HATTON AVE HILL LENT† delete as  
appropriate† insert a description  
of the instrument  
creating or  
evidencing the  
charge, eg  
'Mortgage',  
'Charge',  
'Debenture' etc[a director] ~~of the company~~ of the above company, do  
solemnly and sincerely declare that the debt for which the charge described below was given has been  
paid or satisfied in ~~full~~ partDate and Description of charge 22nd June 1990 DebentureDate of Registration 29th June 1990Name and address of [chargee] ~~ROOTES & ALLIOTT~~NATIONAL WESTMINSTER BANK Plc, King's Cross House, 200 Pentonville Road, London N1 9HLShort particulars of property charged FIXED AND FLOATING CHARGES OVER THE  
UNDERTAKING AND ASSETS OF THE COMPANYAnd I make this solemn declaration conscientiously believing the same to be true and by virtue of the  
provisions of the Statutory Declarations Act 1835.Declared at The Saga Building  
Middleburg Square Faversham Kent.

Declarant to sign below

the 17<sup>th</sup> day of Februaryone thousand nine hundred and nine-hundredbefore me Chris P. TurnerA Commissioner for Oaths or Notary Public or Justice of  
the Peace or Solicitor having the powers conferred on a  
Commissioner for OathsA. P. RADCLIFFE  
SOLICITOR  
ROOTES & ALLIOTT  
27 CHERITON GARDENS  
FOLKESTONE, KENT CT20 2AR

24 FEB 1994

Presentor's name address and  
reference (if any):TITMUS SAINER & WEBB  
2 Serjeants' Inn  
London EC4Y 1LT

Ref: CA297/S572-086

For official Use  
Mortgage Section**REGISTERED****23 FEB 1994**

Post room



Companies Form 403a

Printed by Stat Plus Group plc, London, SW19 2PU  
ZF0306

Stat Plus Group plc

Revised June 1987

# M

## COMPANIES FORM No. 403a

### Declaration of satisfaction in full or in part of mortgage or charge

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# 403a

Please do not  
write in  
this margin

Pursuant to section 403(1) of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

1118

638891

Name of company

\* SAGA GROUP LIMITED

\* insert full name  
of company

I, PETER CHARLES DETHAM

of BRIDGE ROAD HIGH WATTON (HMK) LUT

† delete as  
appropriate

‡ insert a description  
of the instrument  
creating or  
evidencing the  
charge, eg  
'Mortgage',  
'Charge',  
'Debenture' etc

[a director] [the secretary] [the administrator] [the administrative receiver] of the above company, do  
solemnly and sincerely declare that the debt for which the charge described below was given has been  
paid or satisfied in **[full]** ~~[part]~~

Date and Description of charge: 5TH OCTOBER 1992 CHARGE ON CASH

Date of Registration: 6TH OCTOBER 1992

\* Name and address of [chargee] [trustee for the debenture holders] NATIONAL WESTMINSTER

BANK PLC. King's Cross House, 200 Pentonville Road, London N1 9HL

Short particulars of property charged: THE DEPOSIT WITH THE BANK TOGETHER WITH

ALL INTEREST ACCRUING UNDER THE FACILITY LETTER DATED 24TH AUGUST 1989 AS  
AMENDED ON 4TH SEPTEMBER 1992.

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the  
provisions of the Statutory Declarations Act 1835.

Declared at The Sage Building  
Middlebury Square Finsbury Park

Declarant to sign below

the 17<sup>th</sup> day of February

one thousand nine hundred and 1992

before me Ang F. Kaya

A Commissioner for Oaths or Notary Public or Justice of  
the Peace or Solicitor having the powers conferred on a  
Commissioner for Oaths

A. P. RADCLIFFE  
SOLICITOR  
ROOTES & ALLIOTT  
27 CHERITON GARDENS  
FOLKESTONE, KENT CT20 2AR

24 FEB 1994

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

TITMUSS SAINER & WEBB  
2 Serjeants' Inn  
London EC4Y 1LT

Ref: CA297/S572-086

For official Use

REGISTERED

23 FEB 1994

Post room

23 FEB 1994

HOUSE

Companies Form 403a

Printed by Stat Plus Group plc, London, SW19 2PU  
ZF0306

Stat Plus Group plc

Revised June 1987

# M

## COMPANIES FORM No. 403a

### Declaration of satisfaction in full or in part of mortgage or charge

on  
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# 403a

Please do not  
write in  
this margin

Pursuant to section 403(1) of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

[109]

638891

Name of company

\* SAGA GROUP LIMITED

\* insert full name  
of company

I, PETER (MARIO) DEHAAN

of BRIDGE FARM HIGH HALLS AYNHAM KENT

† delete as  
appropriate

[a director] ~~[the secretary]~~ ~~[the administrator]~~ ~~[the administrative receiver]~~ of the above company, do

‡ insert a description  
of the instrument  
creating or  
evidencing the  
charge, eg  
'Mortgage',  
'Charge',  
'Debenture' etc

solemnly and sincerely declare that the debt for which the charge described below was given has been  
paid or satisfied in [full] ~~[part]~~†

Date and Description of charge‡ 16TH JUNE 1993 SUPPLEMENTAL CHARGE ON CASH

Date of Registration§ 7TH JULY 1993

o the date of  
registration may be  
confirmed from the  
certificate

Name and address of [chargee] ~~[trustee for the debenture holders]~~ NATIONAL WESTMINSTER

BANK Plc. King's Cross House, 200 Pentonville Road, London N1 9HL

Short particulars of property charged§ THE DEPOSIT WITH THE BANK TOGETHER WITH

ALL INTEREST EQUATING TO THE AMOUNT UNDER THE FACILITY LETTER DATED 24TH  
AUGUST 1989 AS AMENDED ON 4TH SEPTEMBER 1992.

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the  
provisions of the Statutory Declarations Act 1835.

Declared at Le Sage Building

Middebury Square

Formentor Kent

the 17<sup>th</sup> day of February

one thousand nine hundred and ninety Two

before me Ang P. Tanay

A Commissioner for Oaths or Notary Public or Justice of  
the Peace or Solicitor having the powers conferred on a  
Commissioner for Oaths

Declarant to sign below

A. P. RADCLIFFE  
SOLICITOR  
ROOTES & ALLIOTT  
27 CHERITON GARDENS  
FOLKESTONE, KENT CT20 2AB

24 FEB 1994

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

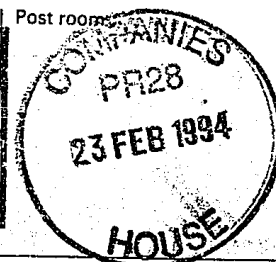
TITMUSS SAINER & WEBB  
2 serjeants' Inn  
London EC4Y 1LT

Ref: CA297/S572-086

For official Use  
Mortgage Section

REGISTERED

23 FEB 1994



Companies Form 403a

Printed by Stat Plus Group plc, London, SW19 2PU  
ZF0306

Stat Plus Group plc

Revised June 1987





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write in  
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## Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

345

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

To the Registrar of Companies

For official use Company number

Name of company

\* SAGA GROUP LIMITED (the "Company")



638891

\*Insert full name  
of company

Date of creation of the charge

17 February 1994

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

Legal Share Charge dated 17 February 1994 between the Company and N M Rothschild & Sons Limited as security trustee (the "Legal Share Charge")

Amount secured by the mortgage or charge

(Please see Attachment A for the meaning of defined terms).

All money and liabilities now or hereafter due, owing or incurred to the Security Trustee and/or the Lenders by the Company under the Guarantee and under the Legal Share Charge whether actual or contingent, solely or jointly with any other person and whether as principal or surety together with all interest accruing thereon and all costs, charges and expenses incurred in connection therewith.

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

N M ROTHSCHILD & SONS LIMITED of New Court, St. Swithin's Lane  
London EC4P 4DU as security trustee (the "Security Trustee")

Postcode

4 MAR 1994

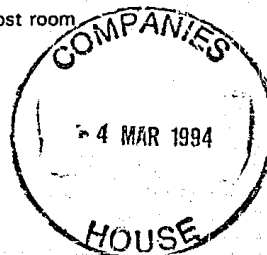
Presentor's name, address and  
reference (if any):  
ASHURST MORRIS CRISP  
Broadwalk House  
5 Appold Street  
London EC2A 2HA Ref: JXB

For official use  
Mortgage section

REGISTERED

4 MAR 1994

Post room



Time critical reference

1 March 1994 JES/B9821.1

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Short particulars of all the property mortgaged or charged

PLEASE SEE ATTACHMENT B

Please do not  
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legibly, preferably  
in black type or  
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lettering

Particulars as to commission allowance or discount (note 3)

None

Signed

*Ashurst Mavis Crisp*

Date

*2 March 94*

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.

Page 2

**FORM 395 - CONTINUATION SHEET**

**SAGA GROUP LIMITED (COMPANY NO. 638891)**

**ATTACHMENT A**

"Encumbrance"	means any mortgage, charge, assignment, pledge, lien, right of set-off, encumbrance or other security interest (whether fixed or floating) whatsoever;
"Facilities Agreements"	means the NMR Facilities Agreement and the NatWest Facilities Agreement and "Facilities Agreement" means either of them;
"Guarantee"	means the guarantee dated 31 January 1994 made between the Company and the Security Trustee pursuant to which the Company guaranteed payment to the Lenders of all sums owing under the Facilities Agreements;
"Lenders"	means NatWest and NMR and "Lender" means either one of them;
"NatWest"	means National Westminster Bank PLC and its successors and assigns under the NatWest Facilities Agreement;
"NatWest Facilities Agreement"	means a facilities agreement dated 31 January 1994 made between (1) NatWest and (2) Saga Leisure Limited pursuant to which NatWest has made available to Saga Leisure Limited facilities of £7,500,000 as the same may be varied, amended, restated or novated from time to time;
"NMR"	means N M Rothschild & Sons Limited and its successors and assigns under the NMR Facilities Agreement;
"NMR Facilities Agreement"	means a facilities agreement dated 31 January 1994 made between (1) NMR and (2) Saga Leisure Limited pursuant to which NMR has made available to Saga Leisure Limited facilities of £7,500,000 as the same may be varied, amended, restated or novated from time to time;
"Security Trustee"	means NMR as security trustee for itself and the Lenders.

**FORM 395 - CONTINUATION SHEET**

**SAGA GROUP LIMITED (COMPANY NO. 638891)**

**ATTACHMENT B**

- (i) the securities listed below together with all other shares and other securities from time to time owned by the Company in companies which are its subsidiaries (as defined in Section 736 Companies Act 1985) other than the securities as defined in the share charge dated 17 February 1994 between the Company and the Security Trustee relating to the Company's shareholding in Saga International Holidays, Ltd. a company incorporated in Massachusetts, USA (the "Securities");
- (ii) all dividends, distributions and other income paid or payable on or derived from the Securities;
- (iii) all shares or other property derived from the Securities (whether by way of bonus, option or otherwise);
- (iv) all other accretions, rights, benefits and advantages of all kinds accruing, offered or otherwise derived from the Securities (whether by way of conversion, redemption, bonus, preference, option, offer or otherwise).

**List of securities**

100,000 ordinary shares of £1 each in the capital of Saga Services Limited.

98,000 ordinary shares of £1 each in the capital of MetroMail Limited.

2 ordinary shares of £1 in the capital of Saga Management Services Limited.

1,000,000 ordinary shares of £1 each in the capital of Saga Holidays Limited.

1,790,000 ordinary shares of £1 each in the capital of Saga Housing Limited.

450,000 ordinary shares of £1 each in the capital of Inter-Church Limited.

100,000 ordinary shares of £1 each in the capital of Saga Publishing Limited.

**Negative Pledge**

The Legal Share Charge contains a covenant by the Company that during the continuance of the security it will not:-

- (a) create or permit to subsist any Encumbrance on or over all or any part of the property charged by the Legal Share Charge (the "Charged Property") or the right to receive or be paid the same or agree to do so; or
- (b) sell, transfer or otherwise dispose of whole or any part of the Charged Property or the right to receive or to be paid the same or agree to do; or
- (c) dispose of the equity of redemption in respect of any of the Charged Property.

FILE COPY



**CERTIFICATE OF THE REGISTRATION  
OF A MORTGAGE OR CHARGE**

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

COMPANY No. 00638891

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL SHARE CHARGE DATED THE 17th FEBRUARY 1994 AND CREATED BY SAGA GROUP LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO N M ROTHSCHILD & SONS LIMITED AS SECURITY TRUSTEE FOR ITSELF AND THE LENDERS ON ANY ACCOUNT WHATSOEVER UNDER THE GUARANTEE DATED 31st JANUARY 1994 AND UNDER THE DEED WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 4th MARCH 1994.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 8th MARCH 1994.

JENNIFER V TONKS  
for the Registrar of Companies



COMPANIES HOUSE

HC026B

LC 8/3

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**COMPANIES FORM No. 395****395****Particulars of a mortgage or charge**

Pursuant to section 395 of the Companies Act 1985

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

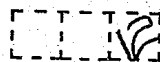
\*Insert full name  
of company

To the Registrar of Companies

For official use Company number

Name of company

\* **SAGA GROUP LIMITED** (the "Company")



638891

Date of creation of the charge

25 February 1994

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

Legal Share Charge dated 25 February 1994 between the Company and N M Rothschild & Sons Limited as security trustee (the "Legal Share Charge")

Amount secured by the mortgage or charge

(Please see Attachment A for the meaning of defined terms).

All money and liabilities now or hereafter due, owing or incurred to the Security Trustee and/or the Lenders by the Company under the Guarantee and under the Legal Share Charge whether actual or contingent, solely or jointly with any other person and whether as principal or surety together with all interest accruing thereon and all costs, charges and expenses incurred in connection therewith.

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

**N M ROTHSCHILD & SONS LIMITED** of New Court, St. Swithin's Lane  
London EC4P 4DU as security trustee (the "Security Trustee")

Postcode

-- 4 MAR 1994

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

**ASHURST MORRIS CRISP**  
Broadwalk House  
5 Appold Street  
London EC2A 2HA Ref: JXB

For official use  
Mortgage section

Post room

REGISTERED

- 4 MAR 1994

COMPANIES

- 4 MAR 1994

Short particulars of all the property mortgaged or charged

Please do not  
write in  
this margin

PLEASE SEE ATTACHMENT B

Please complete  
legibly, prefer  
in black type or  
bold black  
lettering

Particulars as to commission allowance or discount (note 3)

None

Signed

Ashurst Mavis Crisp

Date

2 March 94

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 338). 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.

Page 2

**OYEZ** The Solicitors' Law Stationery Society Ltd, Oyez House, 7 Spa Road, London SE16 3QQ

1 March 1994\JES\B10120.1

Companies M395

1/85 Edition  
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**FORM 395 - CONTINUATION SHEET**

**SAGA GROUP LIMITED (COMPANY NO. 638891)**

**ATTACHMENT A**

"Encumbrance"	means any mortgage, charge, assignment, pledge, lien, right of set-off, encumbrance or other security interest (whether fixed or floating) whatsoever;
"Facilities Agreements"	means the NMR Facilities Agreement and the NatWest Facilities Agreement and "Facilities Agreement" means either of them;
"Guarantee"	means the guarantee dated 31 January 1994 made between the Company and the Security Trustee pursuant to which the Company guaranteed payment to the Lenders of all sums owing under the Facilities Agreements;
"Lenders"	means NatWest and NMR and "Lender" means either one of them;
"NatWest"	means National Westminster Bank PLC and its successors and assigns under the NatWest Facilities Agreement;
"NatWest Facilities Agreement"	means a facilities agreement dated 31 January 1994 made between (1) NatWest and (2) Saga Leisure Limited pursuant to which NatWest has made available to Saga Leisure Limited facilities of £7,500,000 as the same may be varied, amended, restated or novated from time to time;
"NMR"	means N M Rothschild & Sons Limited and its successors and assigns under the NMR Facilities Agreement;
"NMR Facilities Agreement"	means a facilities agreement dated 31 January 1994 made between (1) NMR and (2) Saga Leisure Limited pursuant to which NMR has made available to Saga Leisure Limited facilities of £7,500,000 as the same may be varied, amended, restated or novated from time to time;
"Security Trustee"	means NMR as security trustee for itself and the Lenders.

**FORM 395 - CONTINUATION SHEET**

**SAGA GROUP LIMITED (COMPANY NO. 638891)**

**ATTACHMENT B**

- (i) 1,000 shares of \$1 each in the share capital of Saga international Holidays, Ltd. a company incorporated in Massachusetts, USA (the "Securities");
- (ii) all dividends, distributions and other income paid or payable on or derived from the Securities;
- (iii) all shares or other property derived from the Securities (whether by way of bonus, option or otherwise);
- (iv) all other accretions, rights, benefits and advantages of all kinds accruing, offered or otherwise derived from the Securities (whether by way of conversion, redemption, bonus, preference, option, offer or otherwise);
- (v) all proceeds of the items described in the preceding sub-clauses (i) through (iv).

**Negative Pledge**

The Legal Share Charge contains a covenant by the Company that during the continuance of the security it will not:-

- (a) create or permit to subsist any Encumbrance on or over all or any part of the property charged by the Legal Share Charge (the "Charged Property") or the right to receive or be paid the same or agree to do so; or
- (b) sell, transfer or otherwise dispose of whole or any part of the Charged Property or the right to receive or to be paid the same or agree to do; or
- (c) dispose of the equity of redemption in respect of any of the Charged Property.

FILE COPY



**CERTIFICATE OF THE REGISTRATION  
OF A MORTGAGE OR CHARGE**

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

COMPANY No. 00638891

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL SHARE CHARGE DATED THE 25th FEBRUARY 1994 AND CREATED BY SAGA GROUP LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO N M ROTHSCHILD & SONS LIMITED AS SECURITY TRUSTEE FOR ITSELF AND THE LENDERS ON ANY ACCOUNT WHATSOEVER UNDER THE GUARANTEE DATED 31st JANUARY 1994 AND UNDER THE DEED WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 4th MARCH 1994.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 9th MARCH 1994.

*Jennifer V Tonks*  
JENNIFER V TONKS

for the Registrar of Companies



COMPANIES HOUSE

HC02615

LC  
913

0000000000

100394

# M

COMPANIES FORM No. 403a

## Declaration of satisfaction in full or in part of mortgage or charge

# 403a

Please do not  
write in  
this margin

Pursuant to section 403(1) of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

10

00638891

Name of company

\* SAGA GROUP LIMITED

\* insert full name  
of company

I, PETER CHARLES DE HAAN

of BRIDGE FARM HIGH HALDEN ASHFORD KENT

† delete as  
appropriate

† insert a description  
of the instrument  
creating or  
evidencing the  
charge, eg  
'Mortgage',  
'Charge',  
'Debenture' etc.

o the date of  
registration may be  
confirmed from the  
certificate

§ insert brief  
details of  
property

[a director] [the Secretary] [the administrator] [the administrative receiver] of the above company, do

solemnly and sincerely declare that the debt for which the charge described below was given has been  
~~paid or satisfied in full~~ ~~in full~~

Date and Description of charge: 31st January 1994 Legal Share Charge

Date of Registration: 15th February 1994

Name and address of chargee, [trustee for the debenture holders] N M Rothschild &  
Sons Limited of Newcourt, St. Swithins Lane, London EC4P 4DU.

Short particulars of property charged: Charge over shares over certain  
subsidiaries of the Company

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the  
provisions of the Statutory Declarations Act 1835.

Declared at Folkestone Kent

A. BEVINGTON  
SOLICITOR

ROOTES & ALLIOTT  
27 CHERITON GARDENS  
FOLKESTONE, KENT CT20 2AR

day of March

one thousand nine hundred and ninety-four

before me A. Bevington

A Commissioner for Oaths or Notary Public or Justice of  
the Peace or Solicitor having the powers conferred on a  
Commissioner for Oaths

Declarant to sign below

- 7 APR 1994

Presentor's name address and  
reference (if any):  
Titmuss Sainer & Webb  
2 Serjeants' Inn  
London EC4Y 1LT  
Ref: CA49/S572-086

For official Use

Mortgage Section

REGISTERED

- 6 APR 1994

Post room

HOUSE

Companies Form 403a

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Stat Plus Group plc

Revised June 1987

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