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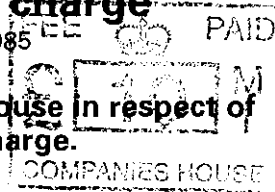
* Insert full name
of company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

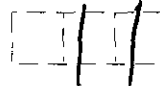
A fee of £10 is payable to Companies House in respect of
each register entry for a mortgage or charge.



395

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

For official use Company number



814782

Name of company

* DUNCAN POCOCK (INSURANCE BROKERS) LIMITED

Date of creation of the charge

3 July 2002

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

Debenture

Amount secured by the mortgage or charge

£1,517,000 together with any interest payable thereon at the rate of 3% above the base rate for
lending of HSBC Bank plc from time to time

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

Peter John Dessent of Roundhouse Cottage, Woodhurst Lane, Oxted, Surrey RH8 9ED and John
William Marshgreen of 41 Sandilands, Croydon, Surrey CR0 5DF

Postcode

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

Thomson Snell & Passmore
3 Lonsdale Gardens
Tunbridge Wells TN1 1NX
DX 3914 Tunbridge Wells 1

Time critical reference

For official use
Mortgage section

Post room



A32
COMPANIES HOUSE

0866
05/07/02

Com 395-1/2

Short particulars of all the property mortgaged or charged

Please see continuation sheet.

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

Particulars as to commission allowance or discount (note 3)

Nil

Signed *Theresa S. R. Rasmussen*

Date *4 July 2002*

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.
5. Cheques and Postal Orders are to be made payable to **Companies House**.
6. The address of the Registrar of Companies is:-
Companies House, Crown Way, Cardiff CF4 3UZ.

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Particulars of a mortgage or charge (continued)

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

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*Delete if
inappropriate

Company number

814782

Name of company

DUNCAN POCOCK (INSURANCE BROKERS)

Limited*

~~SHORT PARTICULARS OF ALL THE PROPERTY MORTGAGED OR CHARGED~~
Description of the instrument creating or evidencing the mortgage or charge (continued) (note 2)

FIRST - The property described below together with all buildings and fixtures (including trade fixtures) and fixed plant and machinery from time to time thereon and therein;
SECOND - All other freehold and leasehold property of the Company both present and future together with all buildings and fixtures (including trade fixtures) and fixed plant and machinery from time to time thereon and therein;
THIRD - All plant, machinery, vehicles and other equipment now or hereafter owned by the Company together with the benefit of any obligations and warranties given by the manufacturer or supplier of such plant, machinery or other equipment and the benefit of all maintenance agreements entered into between the Company and any other person in respect of such plant, machinery and other equipment;
FOURTH - Subject to the rights of any prior chargee, all other shares and stock in the capital of any company which as at the date hereof or at any time hereafter is owned by the Company or in which it otherwise has an interest together in all cases with all rights arising in relation thereto;
FIFTH - The benefit of all present and future licences (statutory or otherwise) held in connection with the Company's business or the user of any of the mortgaged property and the right to recover and receive all compensation which may at any time become payable to it in respect thereof;
SIXTH - All licences and patents (including applications and the rights to apply therefor), copyrights, rights in trademarks whether registered or not, trade names, rights in service marks whether registered or not, registered designs, know-how and rights in confidential information now or at any time belonging to the Company;
SEVENTH - the Company's goodwill and uncalled capital both present and future;
EIGHTH - All benefits in respect of all contracts and policies of insurance which are from time to time taken out by or (to the extent of such interest) in which the Company has an interest;
NINTH - Its stock-in-trade and work-in-progress, prepayments, investments quoted on a recognised stock exchange and cash both present and future; and
TENTH - The Company's undertaking and all other property and assets of the Company both present and future.
PROVISO - The Company's client accounts are not included in the charged property.

The property referred to above is :-

1. Leasehold premises at 110 Station Road East, Oxted, Surrey as demised by a Lease dated 31 October 2000 and made between Sheldon House Securities Ltd (1) and Duncan Pocock (Insurance Brokers) Limited (2)
2. Leasehold premises at 145 Station Road East, Oxted, Surrey demised by a Lease dated 26 October 1998 and made between The Wedge Property Company Limited (1) and Intercontinental Jewellery Sourcing and Services (UK) Limited (2)
3. Leasehold premises at Sheldon House, Station Road East, Oxted, Surrey demised by a Lease dated 2 July 1990 and made between E G Pocock & Co Limited (1) and Duncan Pocock (Insurance Brokers) Ltd (2).

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

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CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 00814782

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 3rd JULY 2002 AND CREATED BY DUNCAN POCKOCK (INSURANCE BROKERS) LIMITED FOR SECURING £1,517,000 TOGETHER WITH INTEREST DUE OR TO BECOME DUE FROM THE COMPANY TO PETER JOHN DESSENT AND JOHN WILLIAM MARSHGREEN WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 5th JULY 2002.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 8th JULY 2002.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

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