COMPANIES FORM No. 395

Particulars of a charge

Please do not write in this margin

Pursuant to section 395 of the Companies Act 1985

395

M296C CA

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

To the Registrar of Companies

For official use

Company number 932343

Name of company

PLATINUM TRAVEL INTERNATIONAL LIMITED

Date of creation of the charge

17TH NOVEMBER 1993

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

DEBENTURE

Amount secured by the mortgage or charge

All monies now due or hereafter to become due or from time to time accruing due from the Company to the Bank upon any account and in any manner whatsoever.

6(a)

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

BARCLAYS BANK PLC
54 LOMBARD STREET
LONDON EC3P 3AH

Short particulars of all the property mortgaged or charged

SEE OVERLEAF

-9 DEC 1993

8/12

Presentor's name, address and reference (if any): 20 - 91 - 79

BARCLAYS SECURITIES CENTRE
P.O. BOX 299
BIRMINGHAM
B1 3PF

For official use

Mortgage section

REGISTERED
-7 DEC 1993

Post room

COMPANIES HOUSE
07 DEC 1993
BIRMINGHAM

Time critical reference

25

Short particulars of all the property mortgaged or charged

(a) by way of legal mortgage all the freehold and leasehold property of the Company the title to which is registered at H.M. Land Registry (and which is described in the Schedule of the Debenture) together with all buildings fixtures (including trade fixtures) and fixed plant and machinery from time to time thereon;

(b) by way of legal mortgage all other freehold and leasehold property of the Company now vested in it (whether or not registered at H.M. Land Registry) together with all buildings fixtures (including trade fixtures) and fixed plant and machinery from time to time thereon;

(c) by way of first fixed charge all future freehold and leasehold property of the Company together with all buildings fixtures (including trade fixtures) and fixed plant and machinery from time to time thereon and all the goodwill and uncalled capital for the time being of the Company;

(d) by way of first fixed charge all book debts and other debts now and from time to time due or owing to the Company (during the continuance of the security the Company shall pay into the Company's account with the Bank all moneys which it may receive in respect of the book debts and other debts thereby charged and shall not without the prior consent of the Bank in writing purport to charge or assign the same in favour of any other person and shall if called upon to do so by the Bank execute a legal assignment of such book debts and other debts to the Bank);

(e) by way of a first floating charge all other the undertaking and assets of the Company whatsoever and wheresoever both present and future but so that the Company is not to be at liberty to create any mortgage or charge upon and so that no lien shall in any case or in any manner arise on or affect any part of the said premises either in priority to or *pari passu* with the charge thereby created and further that the Company shall have no power without the consent of the Bank to part with or dispose of any part of such premises except by way of sale in the ordinary course of its business.

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

FOR BARCLAYS BANK PLC

Signed Date 3 DEC 1993

Designation of position in relation to the company: MANAGER BARCLAYS SECURITIES CENTRE

FILE COPY

CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 00932343

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 17th NOVEMBER 1993 AND CREATED BY PLATINUM TRAVEL INTERNATIONAL LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO BARCLAYS BANK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 7th DECEMBER 1993.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 10th DECEMBER 1993.

A P Goddard

A P GODDARD
for the Registrar of Companies

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10/12/93
PT

COMPANIES HOUSE

HC026B