



COMPANIES FORM No. 395

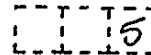
395**Particulars of a mortgage or charge**Please do not
write in
this margin

Pursuant to section 395 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



1433354

Name of company

*Insert full name
of company

* DOVER SHIPS STORES LIMITED ("the Company")

Date of creation of the charge

29th July 1997

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

FIXED CHARGE

Amount secured by the mortgage or charge

All moneys and liabilities for the time being due owing or incurred to the Bank by the Company in whatever manner arising under a Receivable Financing Agreement or Factoring Agreement dated 7th December 1992 and made between The Company (1) and TSB Commercial Finance Limited (2) (hereinafter called "the Charged Debt")

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

TSB BANK PLC

P.O. 6000 Victoria House, Victoria Square Birmingham

Postcode B1 1B2

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

Batchelor
DX 117614
Bromley 7.

For official use
Mortgage section

Post room

Time critical reference

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Short particulars of all the property mortgaged or charged

- (i) All book debts and other debts the subject of the Charge Deed as and when the same shall become due or owing to the Company upon those debts re-vesting in the Company whether pursuant to the Charged Deed or otherwise
- (ii) all right title and interest of the Company in or arising out of the Charged Deed

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)

Signed

Batchelor

Date 29th July 1997

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.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 01433354

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT
A FIXED CHARGE DATED THE 29th JULY 1997 AND CREATED BY DOVER SHIPS
STORES LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE
COMPANY TO TSB BANK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED
PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 31st
JULY 1997.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 4th AUGUST 1997.

Jennifer V. Jones
for the Registrar of Companies



COMPANIES HOUSE

HC026B

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