



Companies House

NOTICE OF ILLEGIBLE PAGES

Companies House regrets that documents in this company's record have pages which are illegible.

The poor quality has been noted, but unfortunately steps taken to improve them were unsuccessful.

Companies House would like to apologise for any inconvenience this may cause



THE COMPANIES ACTS 1948 TO 1976

Particulars of a mortgage or charge

Pursuant to section 95 of the Companies Act 1948

M177

STEPS

47

Please do not
write in this
binding margin

For official use

Company number

1	2	3	4	5	6	7	8	9	0
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1450256

Please complete
legibly, prefer-
ably in black
type, or bold
block lettering* delete if
inappropriate

Name of company

FALCON LEISURE GROUP

Limited *

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

26th January 1981

Mortgage Debenture

Amount due or owing on the mortgage or charge

all monies due etc.

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

County Bank Limited

11 Old Broad Street, London EC2N 1BB

Presentor's name, address and
reference (if any):Travers Smith Braithwaite & Co
6 Snow Hill
London EC1A 2AL

RLH/ARW/COU 01 248 9133

For official use

Mortgage section

Post room

Time critical reference

Short particulars of all the property mortgaged or charged

Please do not
write in the
binding margin

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


(i) charges by way of legal mortgage the properties
known as:-

(a) 260a Fulham Road (b) 190/190A Campden Hill Road
 London SW3 London W8
 (the legally mortgaged property)

continued on attached sheet

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

Nil

Signed  Date 4th February 1981
Designation of position in relation to the company Solicitors to the Mortgagees

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.

Short Particulars of all the property mortgaged or charged cont.

- (ii) charges by way of specific equitable charge all estates or interests in any freehold or leasehold property (except the legally mortgaged property) now or at any time during the continuance of this security belonging to the Company (the equitably charged property)
- (iii) charges by way of specific charge all stocks shares or other securities now or at any time during the continuance of this security belonging to the Company in any of its subsidiary companies.
- (iv) charges by way of specific charge all book debts and other debts now and from time to time due or owing to the Company.
- (v) assigns to the Bank its goodwill subject to redemption on discharge of the liabilities hereby secured.
- (vi) charges by way of floating security its undertaking and all its other property assets and rights whatsoever and wheresoever present or future.
- (vii) the Company shall not be at liberty without the consent in writing of the Bank to create any mortgage or charge ranking in priority to or pari passu with the floating charge nor shall the Company sell the whole or except in the ordinary course of business any part of its undertaking
- (viii) with reference to the book debts and other debts the Company shall not without the prior consent in writing of the Bank sell factor discount or otherwise charge or assign the same in favour of any other person or purport to do so and the Company shall if called upon so to do by the Bank from time to time execute legal assignments of such book debts and other debts to the Bank.



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

I hereby certify that a mortgage or charge dated the 26th January 1981
and created by FAICON LEISURE GROUP LIMITED

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

on any account whatsoever

was registered pursuant to section 95 of the Companies Act, 1948, on
the 5th February 1981

Given under my hand at Cardiff the

No. 1450256

Assistant Registrar of Companies

Certificate and instrument received by

Travers Smith Prallwhite & Co

Date 19/2/81

The Companies Acts 1948 to 1976

Particulars of a mortgage or charge

Pursuant to section 95 of the Companies Act 1948

M

Please do not
write in this
binding margin

For official use

Company number

1450256

Name of Company

FALCON LEISURE GROUP

Limited

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

*delete if
inappropriate

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

Mortgage Debenture dated 26th January 1981

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 Limited

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

National Westminster Bank Limited

41 Lothbury

London EC2P 2BP

Bischoff & Co.
City Wall House
79/83 Chiswell St.,
London,
EC1Y 4TJ

REF: M

Time critical reference

For official use
Mortgage section

Post room

REGISTERED

- 5 FEB 1981

- 5 FEB 1981

212

Short particulars of the property mortgaged or charged

Please do not
write in this
binding margin



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

(a) A specific equitable charge over the company's estate or interest in all freehold or leasehold properties for the time being belonging to or charged to the Company other than the property hereinafter described

(b) A specific charge over all stocks shares or other securities in any subsidiary companies for the time being

(c) A specific charge over all Book and other Debts for the time being but so that the Company shall pay into the Company's account with the Bank all moneys which it may receive in respect of such debts and shall not without the prior consent in writing of the Bank set off or otherwise charge or assign the same in favour of any other person or purport to do so and the Company shall if called upon so to do by the Bank from time to time execute legal assignments of such book debts and other debts to the Bank

(d) An assignment of goodwill

(e) A floating charge over the undertaking and all other property and assets present and future but so that the Company shall not without the Bank's consent create any mortgage or charge ranking in priority to or pari passu with this charge

(f) A charge by way of legal mortgage over

(1) London Borough: Kensington and Chelsea

Title No: NGL 365553

Property : 190/190A Campden Hill Road,
London, W8 7TH

(2) London Borough: Kensington and Chelsea

Title No: LN 61985

Property: 260A Fulham Road, London, SW10

Particulars as to commission allowance or discount

Nil

per pro

National Westminster Bank Limited

King's Cross House

200 Pentonville Road, London N1 9PL

Please see notes below

Signed

Date 5th February 1981

Solicitor to the Bank

Designation of position in relation to the company

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



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

I hereby certify that a mortgage or charge dated the 20th January 1981
and created by FALCON INSURANCE GROUP 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 February 1981

Given under my hand at Cardiff the 11 Feb 1981

No. 1450256

Assistant Registrar of Companies

Certificate and instrument received by

.....

.....

Date.....

THE COMPANIES ACTS 1948 TO 1976

Particulars of a mortgage or charge

Pursuant to section 95 of the Companies Act 1948

M19/12 OCT 1981

Please do not
write in this
binding margin

For official use

Company number

M117

1450256

Please complete
legibly, prefer-
ably in black
type, or bold
block letteringdelete if
inappropriate

Name of company

FALCON LEISURE GROUP LIMITED

limited

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

Master Agreement to assign and Assignment Schedule both dated
29th September, 1981

Amount due or owing on the mortgage or charge

For securing the performance of the Company's obligations
under the Master Hire Purchase Agreement including without
limitation any monies (including insurance) whatsoever
payable to the Company

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

Sumstock Limited whose registered office is situate at 11 Old
Bond Street London EC2Presentor's name, address and
reference (if any):Wilde Sapte
Queensbridge House
60 Upper Thames Street
London EC4V 3BD.

REF. DGS

Time critical reference

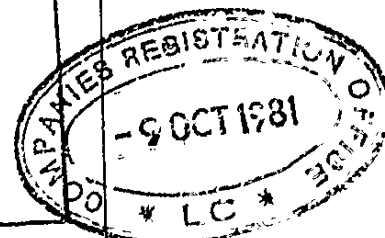
For official use

Mortgage section

Post room

RECEIVED

- 9 OCT 1981



Short particulars of all the property mortgaged or charged

Please do not
write in this
binding margin



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

All the Company's rights, title, benefit and interest in the Lease and the Guarantee and Indemnity as defined in the security assignment including without limitation

- (i) any monies including insurance proceeds whatsoever payable to or on account of the Company under the Lease and the Guarantee.
- (ii) all other rights and benefits whatsoever accruing to the Company.

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

N/A

Signed Wilde Lipton Date 8th October, 1981

Designation of position in relation to the company Solicitors for Sumstock Limited

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.



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

I hereby certify that a mortgage or charge dated the **29th September 1981**
and created by **FALCON LEISURE GROUP LIMITED** for securing all
monies due or to become due from the Company to the Chargee
under the terms of the Master Hire Purchase Agreement dated
29th September 1981

was registered pursuant to section 95 of the Companies Act, 1948, on
the **9th October 1981**

Given under my hand at Cardiff the

No. **1450250**

Assistant Registrar of Companies

Certificate and instrument received by

.....

.....

Date **21.10.81**

THE COMPANIES ACTS 1948 TO 1976

Particulars of a mortgage or charge

Pursuant to section 95 of the Companies Act 1948

MA71/May 13/82

47

Please do not
write in this
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For official use

Company number

↓ Name of Company

MA71

1450250

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

FALCON LEISURE GROUP Limited

Delete if
inappropriate

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

Single Debenture
dated 20th April 1982

Amount due or owing on the mortgage or charge

All money and liabilities whether certain or contingent which then were or at any time thereafter might be due owing or incurred by the Company to the Bank or for which the Company might be or become liable to the Bank on any current or other account or in any manner whatever (and whether alone or jointly with any other person and in whatever style or name and whether as principal or surety) together with interest to the date of payment commission banking charges and any legal or other costs charges and expenses incurred by the Bank in relation to the Debenture or in enforcing the security thereby created.

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

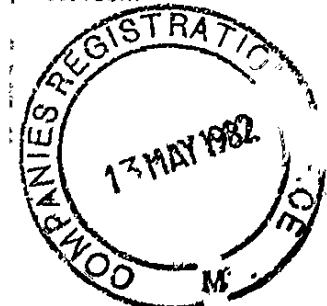
LLOYDS BANK LIMITED P.L.C.
71, LOMBARD STREET
LONDON, EC3P 3BS

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

LLOYDS BANK LIMITED
71, LOMBARD STREET
LONDON, EC3P 3BS

For official use
Mortgage section

Post room



Time critical reference

MA71
13/5

Short particulars of all the property mortgaged or charged

Please do not
write in this
binding margin

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Please complete
legibly, preferably
in black type,
bold block letters.

[illegible][illegible]

Thirdly - All other matters which give rise or may give rise to a claim under the Act, and the exercise of all rights relating thereto, shall be without prejudice to the exercise of such rights as aforesaid.

[illegible]

and all items in respect of which it is provided that the provisions of (1) and (2) above shall apply shall be deemed to be items in respect of which the provisions of (1) and (2) above shall apply.

[illegible]

Sixthly - The undertaking and all property and assets of the Company, present and future, including (without prejudice to the generality of the foregoing) the property and all other property and assets in Scotland and the premises First Second Third Fourth Fifth and Sixthly described (if and in so far as the charges thereon or on any part of same have not theretofore been paid) should from now on remain and be effective as fixed charges.

The charges created by the literature are as regards the promised money, namely, Thirdly Fourthly and Fifthly described first first charges (and as regards all the aspects of the promised first and fifth then vested in the money and fifth a charge by way of first, a charge thereon and as to the premises sixthly described the charge created is a first charge.

the President's Executive Order, and the Commission is authorized to issue, the Commission may not at the same time in writing to the Bank:
1. itself assign duties to any person or otherwise impose any duty on any person, officer or agent;
2. fill or in any part thereof, or in any way, interfere with the ordinary set of legal work
3. deal with the same in any way otherwise than in accordance with the usual course of the
4. create or allow to exist any specific or other material departure from the usual course of
5. the ordinary operation of law in the ordinary course of the business of the President's
6. the Executive or any part thereof, or in any way, interfere with the ordinary set of legal
7. work.

11. The transferor sell or otherwise dispose of the whole or part of his interest in the partnership property or assets except by way of sale at fair value in the ordinary course of the partnership business transacted at the date of the disposition.

By Clause 9(d) of the Deed, the Company covenanted that it would pay to its accountants, in units with the Bank all moneys which it might receive in respect of the Bank and other assets, claims charged by it or in respect of the interests in the Deed.

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

NIL

Signed
Address

Date 10TH MAY 1982

Designation of position in relation to the company

~~Solicitors~~ for Lloyds Bank Limited

Notes

- i 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.

A description of the instrument, e.g., "Trust Deed", "Debenture", "Mortgage" or "legal charge", etc., as the case may be, should be given.

- 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.



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

I hereby certify that a mortgage or charge dated the **29th April 1982**
and created by **FALCON LEISURE GROUP LIMITED**

for securing all moneys now due, or hereafter to become due, or from time to time accruing
due from the Company to **Lloyds Bank P.L.C.**

on any account whatsoever

was registered pursuant to section 95 of the Companies Act, 1948, on
the **13th May 1982**

Given under my hand at Cardiff the **1st June 1982**

No. **1450256**

Assistant Registrar of Companies

Certificate and instrument received by

..... *JS 15/6/82*

.....

Date..... *21/7/82*

THE COMPANIES ACTS 1948 TO 1976

Memorandum of (1) partial payment or satisfaction of mortgage or charge (2) release of part of property or undertaking from mortgage or charge

MS 311/25 Jan / CF

MS 21/17 JAN / M

49a

Please do not write in this binding margin

For official use

Company number

[M] [] [] [] [] [] [] [] [] []

1450256

Name of company

FALCON LEISURE GROUP

Limited*

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

*delete if inappropriate

†A description of the instrument(s) creating or evidencing the charge, eg 'Mortgage', 'Charge', 'Debenture' etc, with the date thereof should be given.

†Insert brief details of property

§The date of registration may be confirmed from the certificate of registration and (except in the case of a series of debentures) from the registration stamp affixed to the instrument(s) registered.

†delete as appropriate

For verification see overleaf

Particulars to be verified

The above-named company hereby gives notice that the registered charge being [†] a Mortgage Debenture dated 26 Jan 1981 *

[a-series-of-Debentures-authorized-by-resolution-dated-----19-----*] secured on ^{the} property; undertaking and assets of the Company in favour of County Bank Limited which particulars were registered with the Registrar of Companies on 5th Feb. 1981 was satisfied on 13th July 1982 to the extent of the debt for which the charge was given having been partly paid or satisfied [and] [part of the property or undertaking charged having been released from the charge] †. [Short particulars of the property or undertaking no longer charged: 260a FULHAM ROAD LONDON SW10]

The above-named company hereby gives notice that the registered charge being [†] a Debenture dated 29 April 1982 *

[a-series-of-Debentures-authorized-by-resolution-dated-----19-----*] secured on ^{the} property; undertaking and assets of the Company of which particulars were registered with the Registrar of Companies on 13th May 1982 was satisfied on 13th July 1982 to the extent of the debt for which the charge was given having been partly paid or satisfied [and] [part of the property or undertaking charged having been released from the charge] †. [Short particulars of the property or undertaking no longer charged: 260a FULHAM ROAD LONDON SW10]

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

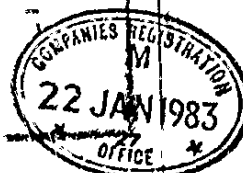
Bischoff & Co
City Wall House
79/83 Chiswell Street
London EC1Y 4TJ
Ref: M

Time critical reference

For official use

Mortgage section

Post room



3978
25/13/81

In witness whereof the common seal of the company was hereto affixed the eleventh day of January 1983

Signed Peter Buckley } Directors

Julian Frederick John Walton } Secretary

Seal of company

Please do not write in this binding margin



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

Declaration verifying memorandum relating to a registered mortgage or charge

Pursuant to section 100 of the Companies Act 1948

Name of company

FALCON LEISURE GROUP Limited*

*delete if inappropriate

We, PETER BUCKLEY
of 88 RINGFORD ROAD LONDON SW18
_____ a director of the above-named company
and JULIAN FREDERICK JOHN WALTON
of CITY WALL HOUSE 79/83 CHISWELL STREET LONDON EC1Y 4TJ

the secretary thereof, do solemnly and sincerely declare that the particulars contained in the memorandum of satisfaction relating to two charges (insert number of charges) entered overleaf are true to the best of our knowledge, information and belief. And we 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 123 Notting Hill Gate
London W11
the eleventh day of January one
thousand nine hundred and eighty three

Declarants sign here

Peter Buckley
Julian Walton

before me

Alan Edwards

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

A Commissioner for Oaths†

ALAN EDWARDS
DOUGLAS MANN & Co.
123 NOTTINGHILL GATE

THE COMPANIES ACTS 1948 TO 1976

Memorandum of complete satisfaction
of mortgage or charge

MS 312/25 Jan /CF

49

Please do not
write in this
binding margin

For official use

Company number

MORTGAGE

1450256

Name of company

FALCON LEISURE GROUP

Limited*

Please complete
legibly, preferably
in black type, or
bold block lettering*delete if
inappropriate†A description of
the instrument(s)
creating or
evidencing the
charge, eg
'Mortgage',
'Charge',
'Debenture' etc,
with the date
thereof should
be given.‡Insert brief
details of
property§The date of
registration may
be confirmed
from the
certificate of
registration and
(except in the
case of a series
of debentures)
from the
registration
stamp affixed to
the instrument(s)
registered.For verification
see overleaf

Particulars to be verified

The above-named company hereby gives notice that the registered charge being [† a
Mortgage Debenture dated 26th January 1981 *] [a series of Debentures
authorised by resolution dated _____ 19__ *] secured on ^{the} property ‡
undertaking and assets of the Company in favour of National
Westminster Bank Limited
of which particulars were registered with the Registrar of Companies on 5th February
1981 was wholly satisfied on 24th May 1982 the debt for which the
charge was given having been paid or satisfied

The above-named company hereby gives notice that the registered charge being [† _____
dated _____ 19__ *] [a series of Debentures
authorised by resolution dated _____ 19__ *] secured on property ‡ _____
of which particulars were registered with the Registrar of Companies on § _____
19__ was wholly satisfied on _____ 19__ the debt for which the
charge was given having been paid or satisfied

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

Bischoff & Co
City Wall House
79/83 Chiswell Street
London EC1Y 4TJ

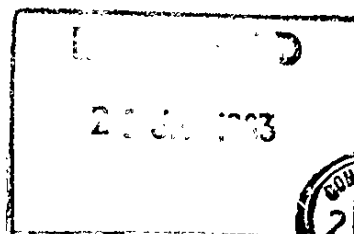
Ref: M

Time critical reference

For official use

Mortgage section

Post room



In witness whereof the common seal of the company was hereto affixed the eleventh
day of January 19 83

Signed Peter Buckley } Directors
Julian Frederick John Walton } Secretary

Seal of company

Please do not
write in this
binding margin



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

Declaration verifying complete satisfaction of a mortgage or charge

Pursuant to section 100 of the Companies Act 1948

Name of company

FALCON LEISURE GROUP Limited*

*delete if
inappropriate

We, PETER BUCKLEY
of 86 RINGFORD ROAD LONDON SW18
a director of the above-named company
and JULIAN FREDERICK JOHN WALTON
of CITY WALL HOUSE 79/83 CHISWELL STREET LONDON EC1Y 4TJ

the secretary thereof, do solemnly and sincerely declare that the particulars contained in the memorandum of satisfaction relating to one charge (insert number of charges) entered overleaf are true to the best of our knowledge, information and belief. And we 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 123 Notting Hill Gate
London W11
the eleventh day of January one
thousand nine hundred and eighty three
before me Alan Edwards

A Commissioner for Oaths†

Declarants sign here

Peter Buckley
Julian Frederick John Walton

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

ALAN EDWARDS
DOUGLAS MANN & Co.
123 NOTTINGHILL GATE
W11 3LB

THE COMPANIES ACTS 1948 TO 1981

Particulars of a mortgage or charge

Pursuant to section 95 of the Companies Act 1948

M19 / 4 FEB / CF

For official use

Company number

1450256

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

*Delete if inappropriate

Name of company

FALCON LEISURE GROUP

Limited*

Date and description of the instrument creating or evidencing the mortgage or charge
(not to 2)

LEGAL MORTGAGE DAT D 30/1/1985

Amount due or owing on the mortgage or charge

ALL MONEYS AND LIABILITIES NOW DUE OR WHICH MAY BECOME
DUE FROM THE COMPANY TO LLOYDS BANK PLC

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

LLOYDS BANK PLC

71, LOMBARD STREET,

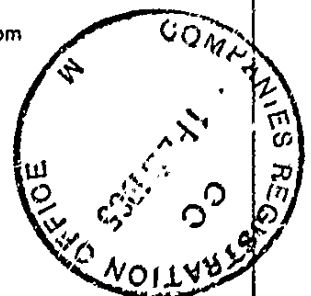
LONDON. EC3P 3BS

Presentor's name, address and
reference (if any):The Manager,
Lloyds Bank Plc.,
27-28, Whitechapel
High Street,
London.
E1 7PH

For official use

Mortgage section

Post room



REF : SET 1

Time critical reference

Information Department
Northgate, Kingsway
Cardiff CF1 4LD

Short particulars of all the property mortgaged or charged

Please do not write in this binding margin ↓

FREEHOLD PROPERTY,
190, CAMPDEN HILL ROAD,
LONDON.
W8 7TH
LAND CERT. NO. NGL 365553

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

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

NIL

per pro Lloyds Bank Ltd
Easton

Signed

Date 20 1 1985

Designation of position in relation to the Company MORTGAGEE

Notes

- 1 The original instrument creating or evidencing 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 instrument or copy instrument could in due course of post, and if despatched with due diligence, have been received in the United Kingdom (Section 95(3)). A copy of the instrument creating the charge will 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 as 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. A copy will also be accepted where Section 95(5) applies and Form 47c is submitted.
- 2 A description of the instrument, e.g. '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 of 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.
- 4 If any of the spaces in this form provide insufficient space the particulars must be entered on the prescribed continuation sheet.



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

I hereby certify that a mortgage or charge dated the 30th January 1985
and created by FALCON LEISURE GROUP LIMITED

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

on any account whatsoever

was registered pursuant to section 95 of the Companies Act, 1948, on the
1st February 1985

Given under my hand at the Companies Registration Office,
Cardiff the 14 FEB 1985

No. 1450256

D. ROBERTS
an authorised officer

Certificate and instrument received by

.....*R. Hardin*.....

.....

Date15.2.1985.....

C.69a

THE COMPANIES ACTS 1948 TO 1976

Particulars of a mortgage or charge

Pursuant to section 95 of the Companies Act 1948

M 183 / 12 Feb / LN

~~M 165 / 6 Feb / LN~~

47

Please do not
write in this
binding margin

For official use

Company number

M 22

1450 256

Name of Company

Please complete
legibly, preferably
in black type, or
bold block lettering*delete if
inappropriate

FALCON LEISURE GROUP LIMITED

Limited*

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

Fixed and Floating Charge dated 3 February 1986

Amount due or owing on the mortgage or charge

All monies and liabilities now or at any time hereafter due owing or incurred to the Bank by the
~~Company in any way whatsoever. Owners Abroad Aviation Limited pursuant~~
to the Facility Letter dated 27 November 1985. the Company /h

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

Midland Bank plc, whose registered office is at Poultry, in the City of London.

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

2341
6/2.
3
28

Midland Bank plc
POULTRY
LONDON EC2P 2BX

For official use
Mortgage section

Post room

REGISTERED

75 FEB 1986



12 FEB 1986

Time critical reference

17/22

Short particulars of all the property mortgaged or charged

Please do not write in this binding margin

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

except as provided in the said Charge
First Fixed Charge on all Book Debts and other debts now and from time to time hereafter due owing or incurred to the Company other than such of the said debts as the Bank may have specifically agreed in writing to exclude from such first fixed charge; and

except as provided in the said Charge
Floating Charge on all other the Undertaking of the Company and all its property whatsoever and wheresoever both present and future including its uncalled capital for the time being and such of the book debts and other debts referred to above which are not charged under the said first fixed charge (collectively called "the assets") but so that the Company shall not except with the prior written consent of the Bank:

- (a) create or permit to subsist over all or any of the assets any mortgage charge lien pledge or other security ranking in priority to or *pari passu* with the said floating charge; or
- (b) part with sell or dispose of all or except in the ordinary course of the Company's business and for the purpose of carrying on the same any of the assets; or
- (c) deal with its book or other debts or securities for money forming part of the assets otherwise than in the ordinary course of getting in and realising the same which course shall not include or extend to the selling or assigning or in any other way factoring or discounting of any of the said debts or securities.

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

NIL

Signed

[Signature]

Date 4/2/86.

Designation of position in relation to the company Charge's Director

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.



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 3rd February 1986 and created by FALCON LEISURE GROUP LIMITED for securing all moneys due or to become due from the Company to the Chargee pursuant to the Facility Letter dated 27th November 1985

was registered pursuant to Chapter I Part XII of the Companies Act 1985, on the 12th February 1986


Given under my hand at the Companies Registration Office,
Cardiff the 19 FEB 1986

No. 1450256


D. ROBERTS

an authorised officer

Certificate and instrument received by

.....
 Date  21/2/86

THE COMPANIES ACTS 1948 TO 1976

Particulars of a mortgage or charge

Pursuant to section 95 of the Companies Act 1948

M173 27 MAY 1986

47

Please do not
write in this
binding margin

For official use

Company number

M 2 3

1450.256



Name of Company

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

FALCON LEISURE GROUP

Limited*

*delete if
inappropriate

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

Fixed and Floating Charge dated 12 MAY 1986

Amount due or owing on the mortgage or charge

All monies and liabilities now or at any time hereafter due owing or incurred to the Bank by the Company in any way whatsoever.

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

Midland Bank plc, whose registered office is at Poultry, in the City of London.

Presentor's name, address and
reference (if any):2304
27/3
Midland Bank plc
POULTRY
LONDON EC2P 2BXFor official use
Mortgage section

Post room

REGISTERED

27 MAY 1986

Short particulars of all the property mortgaged or charged

Please do not
write in this
binding margin



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

First Fixed Charge on all Book Debts and other debts now and from time to time hereafter due owing or incurred to the Company other than such of the said debts as the Bank may have specifically agreed in writing to exclude from such first fixed charge; and

Floating Charge on all other the Undertaking of the Company and all its property whatsoever and wheresoever both present and future including its uncalled capital for the time being and such of the book debts and other debts referred to above which are not charged under the said first fixed charge (collectively called "the assets") but so that the Company shall not except with the prior written consent of the Bank:

- (a) create or permit to subsist over all or any of the assets any mortgage charge lien pledge or other security ranking in priority to or *pari passu* with the said floating charge; or
- (b) part with sell or dispose of all or except in the ordinary course of the Company's business and for the purpose of carrying on the same any of the assets; or
- (c) deal with its book or other debts or securities for money forming part of the assets otherwise than in the ordinary course of getting in and realising the same which course shall not include or extend to the selling or assigning or in any other way factoring or discounting of any of the said debts or securities.

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

NIL

Signed

Date

12th MAY 1986

Designation of position in relation 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.

M2



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 12th May 1986
and created by FALCON LEISURE GROUP LIMITED

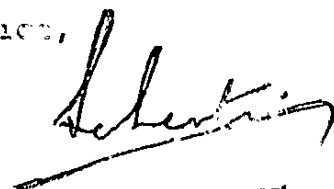
for securing all moneys now due, or hereafter to become due, or from time
to time accruing due from the company to Midland Bank plc

on any account whatsoever

was registered pursuant to Chapter I Part XII of the Companies Act
1985, on the 27th May 1986


Given under my hand at the Companies Registration Office,
Cardiff the 3 JUN 1986

NO. 1430256


D. ROBERTS

Authorised officer

Certificate and instrument received by


Date 14.6.86

M**COMPANIES FORM No. 395****Particulars of a mortgage or charge****395**Please do not
write in
this margin

Pursuant to section 395 of the Companies Act 1985

M85/12 JAN LN

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

To the Registrar of Companies

For official use

Company number

[FIC]

1450256

Name of company

* Falcon Leisure Group Limited

* Insert full name
of company

Date of creation of the charge

7th JANUARY 1987

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

Legal Charge dated 7th JANUARY 1987

Amount secured by the mortgage or charge

All monies and liabilities now or at any time hereafter due owing or incurred to the Bank by the Company in any way whatsoever.

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

Midland Bank plc, whose registered office is at Poultry, in the City of London.

Postcode EC2P 2BX

Presentor's name address and
reference (if any):Midland Bank plc
POULTRY
LONDON EC2P 2BXFor official Use
Mortgage Section

Post room

12 JAN 1987

Time critical reference

Short particulars of all the property mortgaged or charged

Freehold Property known as 190/190A Camden Hill Road Kensington

Title No NGL 365553

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

Paul B. Stone

Date 7th JANUARY 1987

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.



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 7th January 1987
and created by FALCON LEISURE GROUP LIMITED

for securing all moneys now due, or hereafter to become due, or from time
to time accruing due from the company to Midland Bank plc

on any account whatsoever

was registered pursuant to Chapter I Part XII of the Companies Act
1985, on the 12th January 1987

Given under my hand at the Companies Registration Office,
Cardiff the 20 JAN 1987

No. 1450256

M. DAVIES

an authorised officer

Certificate and instrument received by

.....

Date 20.1.87



COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

Please do not write in this margin

Pursuant to section 395 of the Companies Act 1985

H152/9 DEC / W

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

To the Registrar of Companies

For official use

Company number

6111

1450356

Name of company

FALCON LEISURE GROUP LIMITED.

to 1450356 as confirmed by the Registrar

insert full name of company

Date of creation of the charge

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

Legal Charge dated 1.12.87

Amount secured by the mortgage or charge

All monies and liabilities now or at any time hereafter due owing or incurred to the Bank by the Company in any way whatsoever.

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

Midland Bank plc, whose registered office is at Poultry, in the City of London.

Postcode EC2P 2BX

Presentor's name address and reference (if any)

For official Use
Mortgage Section

Post room

REGISTERED

- 9 DEC 1987



Time critical reference

Short particulars of all the property mortgaged or charged

Freehold lands hereditaments and premises being:-
190 & 190A Campden Hill Road, Kensington.

Title No HGL 365553

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

[Signature]

Date

1.12.87

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



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 1st December 1987
and created by FALCON LEISURE GROUP LIMITED

for securing all moneys now due, or hereafter to become due, or from time
to time accruing due from the company to Midland Bank plc

on any account whatsoever

was registered pursuant to Chapter I Part XII of the Companies Act
1985, on the 9th December 1987

Given under my hand at the Companies Registration Office,
Cardiff the 16 DEC 1987

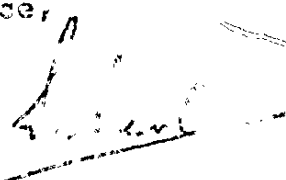
No. 14 0256

Certificate and instrument received by

.....

.....

Date


D. ROBERTS
an authorised officer



COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

Please do not
write in
this margin

Pursuant to section 395 of the Companies Act 1985

M251

✓

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

To the Registrar of Companies

For official use

Company number

[] [] [] [] [] []

1450256

Name of company

Falcon Leisure Group Limited

* insert full name
of company

Date of creation of the charge

20th October, 1988

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

Deed of Assignment dated 20th October, 1988 and made between (1) Falcon Leisure Group Limited (the "Company") and (2) Guinness Mahon & Co. Limited (the "Bank") (the "Assignment")

Amount secured by the mortgage or charge

See attached Continuation Sheet.

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

Guinness Mahon & Co. Limited of 32 St. Mary at Hill, London

Postcode

EC3P 3AJ

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

Norton Rose
Kempson House
Camomile Street
London EC3A 7AN

DS/MTE/62

Time critical reference

For official Use
Mortgage Section

Post room



JORDANS
JORDAN & SONS LIMITED
100, NEW KENT
STREET, LONDON
E.C.3A 7AN



See attached Continuation Sheet

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

Norton Rose

Date

9th November 1988

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

All moneys, obligations and liabilities whether actual or contingent at the date of the Assignment or any time thereafter due, owing, or incurred to the Bank by the Company under:-

- (i) a Bond Facility Agreement dated 20th October, 1988 (the "Facility Agreement") between Owners Abroad Group plc (the "Parent") (1) Tjaereborg Limited Top Hat Tours Limited, the Company, Owners Abroad Aviation Limited and Falcon Travel Limited (the "Operators") (2) and the Bank (3) under which the Bank agreed to issue a bond in respect of Falcon Travel Limited to the Minister of Transport and Tourism in the Republic of Ireland for the account of the Parent in the amount of IR £800,000 and further under which the Company as primary obligor guarantees to the Bank the due and punctual payment to the Bank of all sums payable then and in future by the Parent under the Facility Agreement as and when the same shall become due whether by acceleration or otherwise and further, the Company undertakes with the Bank that whenever the Parent fails to make payment when due of any sum whatsoever under the Facility Agreement the Company shall, upon demand, pay all sums in respect which default has been made in full, without any set-off or counter claim whatsoever free of any deductions or withholdings in sterling in immediately available funds; or

- (ii) the Assignment:

when the same are due together with interest to date of payment at such rates and upon such terms as may from time to time be agreed and all fees and other charges including legal and other costs and expenses incurred by the Bank in enforcing the Assignment, the Facility Agreement or certain Deeds of Assignment made between each of the other Operators and the Bank dated 20th October 1988 on a full and unqualified indemnity basis.

All the Company's rights, title and interest in and to all moneys which were at the date of the Assignment or are thereafter standing to the credit of the blocked deposit account in the name of the Company opened or, as the case may be, to be opened in the books of Guinness Mahon Nominees Limited of 32 St. Mary at Hill, London EC3P 3AJ (the "Deposit") being the balance of all sums credited or debited to such account under the terms of the Facility Agreement or the Assignment together with all rights, titles and benefit of the Company whatsoever both present and future therein.

Clause 4.01 of the Assignment contains a covenant by the Company that the Company shall:

- a) not withdraw the Deposit and shall not sell, assign, discount, pledge, charge or otherwise dispose of or deal with or permit any third party rights to arise over the Deposit or any part thereof or attempt or agree to do so;
- b) not release, grant time or indulgence or compound with any third party or suffer to arise any set-off or other adverse rights against the Deposit nor do or omit to do anything which may delay or prejudice the right of the Bank to receive payment of the Deposit;
- c) forthwith inform the Bank of any claim or notice relating to the Deposit received from any other party and of all other matters relevant thereto; and
- d) do all such things and execute all such assignments, charges, authorities and documents as the Bank shall from time to time require for perfecting its title to or for vesting or enabling it to vest the full benefit of the Deposit in the Bank or its nominee or to enable the Bank to obtain payment of the Deposit such documents to be prepared by or on behalf of the Bank at the cost of the Company in such form as the Bank may require.

MTE/C.132



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 20th October 1988 and created by FALCON LEISURE GROUP LIMITED for securing all moneys due or to become due from the Company to Guinness Mahon & Co Limited under the terms of a Facility Agreement of even date and/or this Charge

was registered pursuant to Chapter I Part XII of the Companies Act 1985, on the 9th November 1988

Given under my hand at the Companies Registration Office,
Cardiff the 27th November 1988

No. 1450256


an authorised officer

Certificate and instrument received by

LB LN N/R

Date 27/11/88

C.09



COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

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

M128

For official use

Company number



1450256

Name of company

FALCON LEISURE GROUP LIMITED

* insert full name
of company

Date of creation of the charge

28th September, 1988

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

Deed of Assignment (the "Assignment") between the Company and Guinness Mahon & Co. Limited

Amount secured by the mortgage or charge

See Rider 1 on the attached continuation sheet.

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

Guinness Mahon & Co. Limited of 32 St Mary at Hill, London (the "Agent")
as trustee for the Banks listed in Rider 2 on the attached continuation sheet.

Postcode

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

Norton Rose,
Kempson House,
Camomile Street,
London, EC3A 7AN.
(TJW)

For official Use
Mortgage Section

18 OCT 1988

Post room



Time critical reference

Short particulars of all the property mortgaged or charged

See Rider 5 on the attached continuation sheet.

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 (Rule 3)

Nil

Signed

Norton Rose

Date

18th October, 1988

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 situated 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.

PARTICULARS OF CHARGE (CONTINUED)

Name of the Company: Falcon Leisure Group Limited

Company No.: 1450256

Amount secured by the Mortgage of Charge: (Rider 1)

(A) All moneys, obligations and liabilities whether actual or contingent at the date of the Assignment or at any time thereafter due, owing or incurred to the Agent or the Banks listed in Rider 2 (the "Banks") or any of them by the Company under:

- (i) a Syndicated Bond Facility Agreement dated 28th September, 1988 (the "Facility Agreement") between Owners Abroad Group P.L.C. (the "Parent") (1) Tjaereborg Limited the Company, Top Hat Tours Limited and Owners Abroad Aviation Limited (the "Operators") (2) the Banks (3) and the Agent (4) under which the Agent and the Banks, on a several basis agreed to issue certain bonds in respect of all or any one of the Operators, to T.O.S.G. Trust Fund Limited for the account of the Parent in an aggregate amount of £5,150,000 and further under which the Company as primary obligor guarantees to the Agent and the Banks the due and punctual payment to the Agent or the Banks of all sums payable now or in the future by the Parent under the Facility Agreement as and when the same shall become due, whether by acceleration or otherwise and further, the Company undertakes with the Agent and the Banks that whenever the Parent fails to make payment when due of any sum whatsoever under the Facility Agreement the Company shall, upon demand, pay all sums in respect of which default has been made in full, without any set-off or counter claim whatsoever, free and clear of any deductions or withholdings in sterling in immediately available funds; or

- (ii) the Assignment;

when the same are due together with interest to date of payment at such rates and upon such terms as may from time to time be agreed and all fees and other charges including legal and other costs and

expenses incurred by the Agent or the Banks or any of them in enforcing the Assignment, the Facility Agreement or certain Deeds of Assignment made between each of the other Operators and the Agent dated 28th September, 1988, on a full and unqualified indemnity basis.

Names and addresses of the Mortgagees or persons entitled to the Charge:
(Rider 2)

Guinness Mahon & Co. Limited	32 St. Mary at Hill London EC3P 3AJ
------------------------------	--

The United Bank of Kuwait plc	3 Lombard Street London EC3V 9DT
-------------------------------	-------------------------------------

(Reference to the "Banks" means the banks listed above and includes their successors in title, assignees and transferees)

Short particulars of all the property mortgaged or charged: (Rider 3).

The aggregate amount standing to the credit of the blocked deposit account in the name of the Company open, or to be opened in the books of Guinness Mahon Nominees Limited of 32 St. Mary at Hill, London EC3P 3AJ (being the balance of all sums credited or debited to such account under the terms of the Facility Agreement or the Assignment together with all interest and other amounts accruing on any such sums) (the "Deposit") and all the rights, titles and benefit of the Company whatsoever both present and future therein.

Clause 4.01 of the Assignment provides that the Company, during the continuance of the Assignment:

- (a) shall not withdraw the amounts standing to the credit of the Deposit and shall not sell, assign, discount, pledge, charge or otherwise dispose of or deal with or permit any third party rights to arise over the Deposit or any part thereof or attempt or agree to do so; and
- (b) shall do all such things and execute all such assignments, charges, authorities and documents as the Agent shall from time to time

require for perfecting its title to or for vesting or enabling it to vest the full benefit of the Deposit in the Agent or its nominee or to enable the Agent to obtain payment of the Deposit such documents to be prepared by or on behalf of the Agent at the cost of the Company in such form as the Agent may require.

TJW/D2.87

W. H. H. H. H.

THIS CERTIFICATE IS
REPLACED BY ONE GIVEN
UNDER HAND 21.11.88.



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

I hereby certify that the instrument of mortgage or charge of the 20th September 1988
and created by FINE & FINE CREDIT LIMITED for securing all moneys due
or to become due from the Company to Citicorp International Co. Limited and the
Federal Bank of New York under the terms of a facility agreement dated
20th September 1988 is duly registered.

CANCELLED

was registered in the register of charges of the Companies Act
1985, on the 15th October 1988.

CANCELLED

Given under the hand of the Registrar of Companies for England and Wales

on the 15th October 1988

at London

[Signature]
M. M. V. L. S.
Registrar of Companies

Certificate and instrument received by

Date

[Signature]
21.11.88



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

I hereby certify that on the 19th day of December 1988
and that the said instrument was duly registered in the
office of the Registrar of Companies for the Companies Act 1985
and that the said instrument was duly registered in the
office of the Registrar of Companies for the Companies Act 1985
and that the said instrument was duly registered in the
office of the Registrar of Companies for the Companies Act 1985

was registered in the office of the Registrar of Companies for the Companies Act 1985
on the 19th day of December 1988

Given under my hand and the seal of the Registrar of Companies for the Companies Act 1985

On the 19th day of December 1988

M. M. Williams
M. M. WILLIAMS

Certificate and instrument received by

L. C.

Date

19.12.88

All the Company's rights, title and interest in and to all moneys which were at the date of the Assignment or are thereafter standing to the credit of the blocked deposit account in the name of the Company opened or, as the case may be, to be opened in the books of Guinness Mahon Nominees Limited of 32 St. Mary at Hill, London EC3P 3AJ (the "Deposit") being the balance of all sums credited or debited to such account under the terms of the Facility Agreement or the Assignment together with all rights, titles and benefit of the Company whatsoever both present and future therein.

Clause 4.01 of the Assignment contains a covenant by the Company that the Company shall:

- a) not withdraw the Deposit and shall not sell, assign, discount, pledge, charge or otherwise dispose of or deal with or permit any third party rights to arise over the Deposit or any part thereof or attempt or agree to do so;
- b) not release, grant time or indulgence or compound with any third party or suffer to arise any set-off or other adverse rights against the Deposit nor do or omit to do anything which may delay or prejudice the right of the Bank to receive payment of the Deposit;
- c) forthwith inform the Bank of any claim or notice relating to the Deposit received from any other party and of all other matters relevant thereto; and
- d) do all such things and execute all such assignments, charges, authorities and documents as the Bank shall from time to time require for perfecting its title to or for vesting or enabling it to vest the full benefit of the Deposit in the Bank or its nominee or to enable the Bank to obtain payment of the Deposit such documents to be prepared by or on behalf of the Bank at the cost of the Company in such form as the Bank may require.

MTE/C.132

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 12th APRIL 1989
and created by FALCON LEISURE GROUP LIMITED

for securing all moneys due or to become due from the Company to GUINNESS
AND MAHON LIMITED under the terms of A FACILITY AGREEMENT OF EVEN DATE
AND/OR THIS CHARGE

was registered pursuant to Chapter I Part XII of the Companies Act
1985, on the 21st APRIL 1989

Given under my hand at the Companies Registration Office,
Cardiff the 2nd MAY 1989

No. 1450256

A handwritten signature in cursive script, appearing to read 'M. M. Williams'.

M. M. WILLIAMS

an authorised officer

C.69

21C
8/5/89
mg

M

COMPANIES FORM No. 403a

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

* Insert full name
of company

To the Registrar of Companies

For official use

Company number

[] [] [] [] [] [] [] []

1450256

Name of company

* FALCON LEISURE GROUP LIMITED

I, GEOFFREY G STONE

of 33 NOTTING HILL GATE, LONDON W11 3JQ

† Delete as
appropriate

[a director] ~~the secretary~~ ~~the accountant~~ ~~the auditor~~ ~~the solicitor~~ 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: FIXED CHARGE

Date of Registrations 29.9.81

Name and address of [chargee] ~~trustee for the debenture holders~~ SUMSTOCK LIMITED

11 OLD BROAD STREET, LONDON EC2

Short particulars of property charged: PURCHASE AGREEMENT

§ The date of
registration may
be confirmed
from the
certificate

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 36a Notting Hill
John London W11 3JQ

Declarant to sign below

the 13th day of June
one thousand nine hundred and Eighty Nine
before me [Signature]

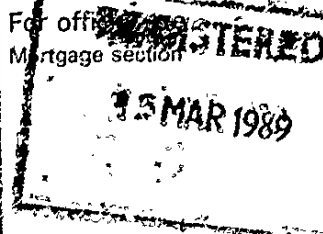
A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths

¶ Insert brief
details of
property

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

G STONE
ASTLEY HOUSE
33 NOTTING HILL GATE
LONDON W11 3JQ

For official use
Mortgage section



Post room



M

COMPANIES FORM No. 403a

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

* Insert full name
of company

To the Registrar of Companies

For official use

Company number

[] [] [] [] [] []

1450256

Name of company

* FALCON LEISURE GROUP LIMITED

I, GEOFFREY G STONE

of 33 NOTTING HILL GATE, LONDON W11 3JQ

† Delete as
appropriate

[a director] ~~[a director]~~ 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: MORTGAGE DEBENTURE

Date of Registration: 26 JANUARY 1981

Name and address of [chargee] ~~[chargee]~~ COUNTY BANK LIMITED
11 OLD BROAD STREET, LONDON EC2

§ The date of
registration may
be confirmed
from the
certificate

Short particulars of property charged: 260A FULHAM ROAD, LONDON SW3 and
190/190A CAMPDEN HILL ROAD LONDON W8

¶ Insert brief
details of
property

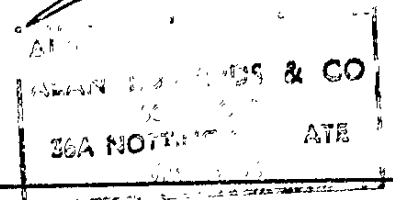
And I make this solemn declaration conscientiously believing the same to be true and by virtue of the
provisions of the Statutory Declarations Act 1835.

Declared at 36a Notting Hill Gate
London W11 3HX.

Declarant to sign below

the 13th day of March
one thousand nine hundred and Eighty One
before me

A 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):

G STONE
ASTLEY HOUSE
33 NOTTING HILL GATE
LONDON
W11 3JQ

For official use
Mortgage section

REGISTERED

15 MAR 1981

Post born



M

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

To the Registrar of Companies

For official use

Company number

[] [] [] [] [] []

1450256

Name of company

* FALCON LEISURE GROUP LIMITED

I, GEOFFREY G STONE

of 33 NOTTING HILL GATE, LONDON W11 3JQ

[a director] ~~(delete as appropriate)~~ 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 ~~(delete as appropriate)~~

Date and Description of charge SPECIFIC EQUITABLE CHARGE

Date of Registrations 26 JANUARY 1981

Name and address of [chargee] ~~(delete as appropriate)~~ COUNTY BANK
LIMITED, 11 OLD BROAD STREET, LONDON EC2

Short particulars of property charged CHARGE OVER ALL FREEHOLD AND
LEASEHOLD PROPERTIES.

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 36a Notting Hill

Full London W11 3JQ.

the 13th day of April

one thousand nine hundred and Eighty one

before me [Signature]

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

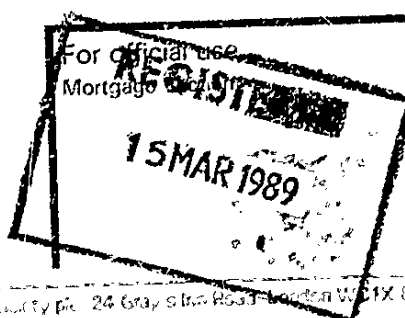
Geoffrey Stone

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

G STONE
ASTLEY HOUSE
33 NOTTING HILL GATE
LONDON
W11 3JQ

For official use
Mortgage

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

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

[] [] [] [] [] [] [] []

1450256

Name of company

* **FALCON LEISURE GROUP LIMITED**

I, **GEOFFREY G STONE**
of **33 NOTTING HILL GATE, LONDON W11 3JQ**

† Delete as
appropriate

[a director] ~~the secretary~~ ~~the administrator~~ ~~the liquidator~~ ~~the 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~~

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

Date and Description of charge: **FIXED AND FLOATING CHARGE**

Date of Registration: **26 JANUARY 1981**

Name and address of [chargee] ~~the mortgagee~~ ~~the debenture holder~~ **COUNTY BANK LIMITED**
11 OLD BROAD STREET, LONDON EC2

§ The date of
registration may
be confirmed
from the
certificate

Short particulars of property charged: _____

¶ 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 **36a Notting Hill**
John Wanda will JHX
the **13th** day of **April**
one thousand nine hundred and **Eighty one**
before me **[Signature]**

Declarant to sign below

[Signature]

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):

G STONE
ASTLEY HOUSE
33 NOTTING HILL GATE
LONDON W11 3JQ

For official use
Mortgage section

Post room

REGISTERED

15 MAR 1981



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

Companies MA03d

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9701000

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

[] [] [] [] [] [] [] []

1450256

* Insert full name
of company

Name of company

* FALCON LEISURE GROUP LIMITED

I, GEOFFREY G STONE

of 33 NOTTING HILL GATE, LONDON W11 3JQ

† Delete as
appropriate

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

solemnly and sincerely declare that the debt for which the charge described below was given has been

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

paid or satisfied in ~~[full]~~ ~~[part]~~

Date and Description of charge: FIXED & FLOATING CHARGE

Date of Registration: 29.4.82

Name and address of [chargee] ~~[trustee for the debenture holders]~~ LLOYDS BANK PLC

71 Lombard Street, London EC3

§ The date of
registration may
be confirmed
from the
certificate

Short particulars of property charged: _____

¶ 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 36a Notting Hill
Gate London W11 3JQ.

Declarant to sign below

the 13th day of June
one thousand nine hundred and 82
before me [Signature]

A 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):

G STONE
ASTLEY HOUSE
33 NOTTING HILL GATE
LONDON W11 3JQ

For official use

Mortgage section

REGISTERED

15 MAR 1989

Post room



The Stationers' Law Stationery Society plc, 21, Gray's Inn Road, London WC1X 8HR

Companies M403a

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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

* Insert full name
of company

To the Registrar of Companies

For official use Company number

[] [] [] []

1450256

Name of company

* FALCON LEISURE GROUP LIMITED

I, GEOFFREY G STONE

of 33 NOTTING HILL GATE, LONDON W11 3JQ

† Delete as
appropriate

‡ Insert a
description of the
instrument(s)
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: FIXED CHARGE

Date of Registrations: 30.1.85

Name and address of [chargee] [trustee for the debenture holders] LLOYDS BANK PLC
71 Lombard Street, London EC3

Short particulars of property charged: 190 CAMPDEN HILL ROAD

§ The date of
registration may
be confirmed
from the
certificate

¶ 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 360 Notting Hill
Jude Gordon W11 7HX

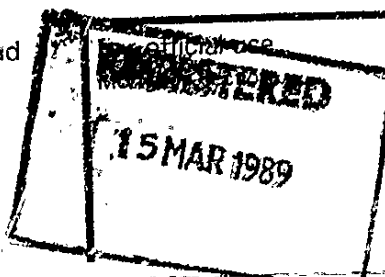
Declarant to sign below

the 13th day of June
one thousand nine hundred and 85
before me

A 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):

G STONE
ASTLEY HOUSE
33 NOTTING HILL GATE
LONDON W11 3JQ



Post room



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

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487 8722
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M

COMPANIES FORM No. 403a

403a

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

Please do not
write in
this margin

Pu ant to section 403(1) of the Companies Act 1985

5377C

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

To the Registrar of Companies

For official use

Company number

[C]

01450256

* Insert full name
of company

Name of company

FALCON LEISURE GROUP LIMITED

PETER BUCKLEY

33 NOTTING HILL GATE, LONDON W11 3JQ

† Delete as
appropriate

~~I, the secretary of the above company, do~~

~~solely and sincerely declare that the debt for which the charge described below was given has been~~

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

or satisfied in [full] [part]

and Description of charge: FIXED & FLOATING CHARGE 3.2.86

and Date of Registration: 12.2.86

Name and address of [chargee] [trustee for the debenture holders] MIDLAND BANK PLC

1 LEADENHALL STREET, LONDON EC3V 4PS

§ The date of
registration may
be confirmed
from the
certificate

particulars of property charged: ALL MONIES DUE OR TO BECOME DUE FROM

COMPANY TO THE CHARGEES PURSUANT TO THE FACILITY LETTER DATED

I make this solemn declaration conscientiously believing the same to be true and by virtue of the 27/11/85

¶ Insert brief
details of
property

provisions of the Statutory Declarations Act 1835.

Declared at 36a Notting Hill

date 12.2.86

by me Peter Buckley

on the 8th day of August

one thousand nine hundred and eighty six

before me [Signature]

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

[Signature]

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

P BUCKLEY
33 NOTTING HILL GATE
LONDON W11 3JQ

For official use

Mortgage Section

REGISTERED

10 AUG 1989

Post room



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

1987 Edition
188 F7025
0010456

M

COMPANIES FORM No. 403a

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

5278C

To the Registrar of Companies

For official use

Company number

10

1450256

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

Name of company

* Insert full name
of company

* FALCON LEISURE GROUP LIMITED

I, PETER BUCKLEY

of 33 NOTTING HILL GATE, LONDON W11 3JQ

† Delete as
appropriate

[X 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

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

paid or satisfied in [full] [part] X

Date and Description of charge: FIXED & FLOATING CHARGE 12 MAY 1986

Date of Registration: 27 MAY 1986

Name and address of [chargee] [trustee for the debenture holders] X MIDLAND BANK PLC
140 LEADENHALL STREET, LONDON EC3V 4PS

§ The date of
registration may
be confirmed
from the
certificate

Short particulars of property charged: TO SECURE ALL MONEYS DUE FROM THE
COMPANY TO MIDLAND BANK PLC

¶ 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 36a Notting Hill
Gate London W11.

Declarant to sign below

the 27 day of August
one thousand nine hundred and 1986
before me

Peter Buckley

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):

P BUCKLEY
33 NOTTING HILL GATE
LONDON
W11 3JQ

For official use

Mortgage section

REGISTERED

10 AUG 1986

Post room

M



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

1987 Edition
100 F7526
E090405

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

S 237 C

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

To the Registrar of Companies

For official use

Company number

--	--	--	--

1450256

* Insert full name
of company

Name of company

OWNERS ABROAD HOLIDAYS LIMITED

I, Geoffrey Stoneof 10th Floor, Newcombe House, 45 Notting Hill Gate, London W11 3LQ† Delete as
appropriate

[a director] [~~the secretary~~] [~~the administrator~~] [~~the liquidator~~] 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 20th October 1988 - Deed of AssignmentDate of Registration 9th November 1988Name and address of [chargee] [~~the mortgagee~~] Guinness Mahon
& Co Limited§ The date of
registration may
be confirmed
from the
certificateShort particulars of property charged monies, obligations and liabilities due
to the Bank.¶ 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 36A Notting Hill Gate,
London W11

Declarant to sign below

the 18th day of Mayone thousand nine hundred and 92before me Francis Price SolicitorA 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):BEAUMONT AND SON
SOLICITORS
LLOYDS CHAMBERS
1 PORTSOKE STREET
LONDON E1 8AWFor official use
Mortgage section

Post room

REGISTERED
19 MAY 1992

Ref: 0071

OYFZ

The Stationery Office, 100 Brook Street, London W1A 1AA

5/10/92

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

52387

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

To the Registrar of Companies

For official use Company number

1 2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22 23 24 25 26 27 28 29 30 31 32 33 34 35 36 37 38 39 40 41 42 43 44 45 46 47 48 49 50 51 52 53 54 55 56 57 58 59 60 61 62 63 64 65 66 67 68 69 70 71 72 73 74 75 76 77 78 79 80 81 82 83 84 85 86 87 88 89 90 91 92 93 94 95 96 97 98 99 100

1450256

* Insert full name
of company

Name of company

OWNERS ABROAD HOLIDAYS LIMITED

Geoffrey Stone

10th Floor, Newcombe House, 45 Notting Hill Gate, London W11 3LQ

† Delete as appropriate

[a director] ~~[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]~~

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

Date and Description of charge: 1st December 1987 - Legal Charge

Date of Registrations 9th December 1987

Name and address of [chargee] ~~XXXXXX XXXXXXXXXX XXXXXXXX XXXXXXXX~~ Midland Bank plc

§ The date of registration may be confirmed from the certificate

Short particulars of property chargedø 190 and 190A Campden Hill Road, London

Ø 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 36A Nothing Hill Gate,
London - W11

Declarant to sign below

the 18th day of May

one thousand nine hundred and 92

before me Francis Price Solicitor

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):

**BEAUMONT AND SON
SOLICITORS
LLOYDS CHAMBERS
1 PORTSOCKEN STREET
LONDON E1 8AW**

For official use
Mortgage section

For official use
Mortgage sector

REGISTERED
19 MAY 1997

Post room

$\frac{1}{2} \times \frac{1}{2} = \frac{1}{4}$

1000

$$P_{\text{eff}} = \frac{P}{1 + \frac{P}{P_{\text{max}}}} \quad (1)$$

ONEZ

The Solicitors Law Society, 100 Old House, 79, Strand, London WC2R 0EL

20750

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M

COMPANIES FORM No. 403a

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

5239C

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

To the Registrar of Companies

For official use

Company number

--	--	--	--

1450256

Y

* Insert full name
of company

Name of company

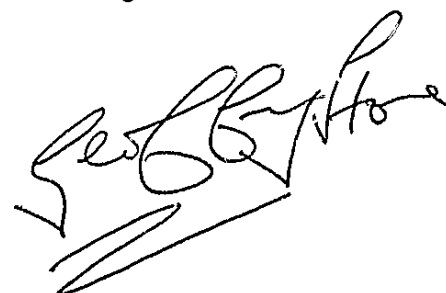
OWNERS ABROAD HOLIDAYS LIMITED

I, Geoffrey Stoneof 10th Floor, Newcombe House, 45 Notting Hill Gate, London W11 3LQ† Delete as
appropriate[a director] [~~the secretary~~] [~~an administrative receiver~~] of the above company, do

solemnly and sincerely declare that the debt for which the charge described below was given has been

‡ Insert a
description of the
instrument(s)
creating or
evidencing the
charge, eg
'Mortgage',
'Charge',
'Debenture' etcpaid or satisfied in [full] [~~part~~]Date and Description of charge 28th September 1988 - Deed of AssignmentDate of Registration 18th October 1988Name and address of [chargee] [~~the mortgagee~~] Guinness Mahon
& Co Limited§ The date of
registration may
be confirmed
from the
certificateShort particulars of property charged aggregate amount to credit of blocked
deposit account.¶ 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 36A Notting Hill Gate,
London W11

Declarant to sign below

the 18th day of May
one thousand nine hundred and 92
before me Francis Price SolicitorA 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):**BEAUMONT AND SON
SOLICITORS
LLOYDS CHAMBERS
1 PORTSOKE STREET
LONDON E1 8AW**For official use
Mortgage Section**REGISTERED
19 MAY 1992**

Post room

Ref: DVM

OYEZ The Solicitors Law Society, 50 Abchurch Lane, London EC4N 3DF

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

5240

2211

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

To the Registrar of Companies

For official use Company number

T	-	T	-	T	-
L	-	L	-	L	-

1450256

Y

- Insert full name of company

Name of company

* OWNERS ABROAD HOLIDAYS LIMITED

1. Geoffrey Stone

of 10th Floor, Newcombe House, 45 Notting Hill Gate, London W11 3LO

† Delete as appropriate

(a director) ~~[[the secretary]]~~ ~~[[the administrator]]~~ ~~[[the administrator]]~~ 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]]~~

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

Date and Description of charge: 7th January 1987 - Legal Charge

Date of Registration 5th January 1987

Name and address of [chargee] [~~customer or bank account holder~~] Midland Bank plc

§ The date of registration may be confirmed from the certificate

Short particulars of property charged: freehold 190/190A Campden Hill Road, London

Ø 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 36A Notting Hill Gate,
London W11

Declarant to sign below

the 18th day of May

one thousand nine hundred and 92

before me Francis Price Solicitor

A 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):

**BEAUMONT AND SON
SOLICITORS
LLOYDS CHAMBERS
1 PORTSOKEEN STREET
LONDON E1 8AW**

For official use
Mortgage section

Post room

COMPANIES HOLDING

19 MAY 1992

22

Ref - DVFT

M

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

S 241C

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

To the Registrar of Companies

For official use

Company number

[] [] [] [] [] []

1450256

Y

* Insert full name
of company

Name of company

* OWNERS ABROAD HOLIDAYS LIMITED

I, Geoffrey Stone

of 10th Floor, Newcombe House, 45 Notting Hill Gate, London W11 3LQ

† Delete as
appropriate

[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]~~ XXXXX

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

Date and Description of charge 26th January 1981 - Mortgage Debenture

Date of Registrations 5th February 1981

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 190/190A Campden Hill Road and 260A
Fulham Road, London

¶ 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 36A Notting Hill Gate,
London W11

Declarant to sign below

the 18th day of May
1992
one thousand nine hundred and
before me Francis Price Solicitor

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

Geoffrey Stone

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

BEAUMONT AND SON
SOLICITORS
LLOYDS CHAMBERS
1 PORTSOKE STREET
LONDON E1 8AW

For official use
REGISTERED
19 MAY 1992

Post room

COMPANIES HOUSE
19 MAY 1992
M 89

Ref: 0001

M

COMPANIES FORM No. 403a

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

403a

S 236c

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

* Insert full name
of company

To the Registrar of Companies

For official use

Company number

1450256

Name of company

OWNERS ABROAD HOLIDAYS LIMITED

Geoffrey Stone

10th Floor, Newcombe House, 45 Notting Hill Gate, London W11 3LQ

† 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] ~~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: 12th April 1989 - Deed of Assignment

Date of Registrations: 21st April 1989

Name and address of [chargee] ~~of the above company, do~~ Guinness Mahon
& Co Limited

Short particulars of property charged: rights, title and interest in and to all
monies to credit of blocked deposit account in the name 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 36A Notting Hill Gate,
London W11

Declarant to sign below

the 18th day of May
one thousand nine hundred and 92
before me Francis Price Solicitor

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):

BEAUMONT AND SON
SOLICITORS
LLOYDS CHAMBERS
1 PORTSOKEN STREET
LONDON E1 8AW

For official use

REGISTERED

19 MAY 1992

Post room

Ref: DM

OYEZ

The Solicitors Law Stationery Society Ltd, Oyez House, 7 Spa Road, London SE16 3DQ

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