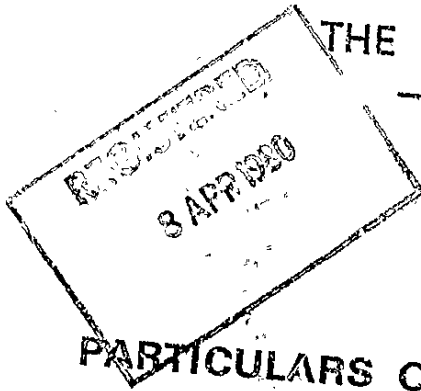


No. of Company 1455128 / 117

(1)

Form No. 47.



THE COMPANIES ACTS 1948 TO 1967

MS | Apr 8 | 80

PARTICULARS OF A MORTGAGE OR CHARGE CREATED
BY A COMPANY REGISTERED IN ENGLAND.

Pursuant to Section 95. of the Companies Act, 1948.

Name
of
Company

THE GIEVES GROUP (1980)

Limited.*

*Delete "Limited" if not applicable.

Presented by

WATERLOW & GOSNOLD LIMITED
PROMOTERS
10, FLEET STREET, LONDON EC4A 3DF
TELEPHONE 01-475 3441

Presentors reference

12 GH



814

PRINTED AND PUBLISHED BY

WATERLOW (LONDON) LIMITED

LAW PUBLISHERS AND COMPANY REGISTRATION AGENTS

Holywell House, Worship Street, London EC2A 2EN

THE
PARTICULARS of a MORTGAGE or CHARGE created by GIEVES GROUP (1980) Limited, a Company registered in En

(1) Date and description of the instrument creating or evidencing the Mortgage or Charge. (a)	(2) Amount secured by the Mortgage or Charge.	(3) Short particulars of the Property Mortgaged or Charged.	(4) Names, Addresses and Descriptions of the Mortgagees or Persons entitled to the Charge.	(5) Amount or rate per cent. Commission Allowance or Discount paid or made either directly by the Company to any person in consideration of his subscribing to, or procuring or procuring subscriptions, wholly or conditionally, for any of the included in this Return. (b)
MEMORANDUM OF DEPOSIT OF DEEDS DATED 31.3.1980	ALL MONIES AND LIABILITIES NOW DUE OR WHICH MAY BECOME DUE FROM THE COMPANY TO LLOYDS BANK LIMITED	PREMISES AT ROYAL MILLS, ESTHER, SURREY. TITLE NO. SY 488820	LLOYDS BANK LIMITED. 71. LOMBARD STREET LONDON, E.C.3.	nil

(a) A description of the instrument, e.g., "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.

Signature R. Gifford
Designation of position in relation to the Company Managing Director
Dated the 2nd day of April 1980



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

I hereby certify that a mortgage or charge dated the **31st March 1980**
and created by **THE GIEVES GROUP (1980) 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 Limited**

on any account whatsoever

was registered pursuant to section 95 of the Companies Act, 1948, on
the **8th April 1980**

Given under my hand at Cardiff the

15 APR 1980

No. **1455128**

J. RENOWEN
Assistant Registrar of Companies

Certificate and instrument received by

Post

Date 16.4.80

C.692

Form No. 47.

No. of Company 1455128 M18

THE COMPANIES ACTS 1948 TO 1967

M4 APR 8 CF

**PARTICULARS OF A MORTGAGE OR CHARGE CREATED
BY A COMPANY REGISTERED IN ENGLAND.**

Pursuant to Section 95. of the Companies Act, 1948.

Name
of
Company { THE GIEVES GROUP (1980)
Limited.*

Delete "Limited" if not applicable.

Presented by

LEWIS BRYCE
RANCH

Representers reference



PRINTED AND PUBLISHED BY

WATERLOW (LONDON) LIMITED

LAW PUBLISHERS AND COMPANY REGISTRATION AGENTS

Holywell House, Worship Street, London EC2A 2EN

PARTICULARS of a MORTGAGE or CHARGE created by THE GROVES GROUP (1980)

Limited* a Company registered in England

(1) Date and description of the instrument creating or evidencing the Mortgage or Charge. (a)	(2) Amount secured by the Mortgage or Charge.	(3) Short particulars of the Property Mortgaged or Charged.	(4) Names, Addresses and Descriptions of the Mortgagees or Persons entitled to the Charge.	(5) Amount or rate per cent. of the Commission Allowance or Discount (i) 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 as or conditional, for any of the Debentures included in this Return. (b)
MEMORANDUM OF DEPOSIT OF DEEDS DATED 31-3-1980	ALL MONIES AND LIABILITIES NOW DUE OR WHICH MAY BECOME DUE FROM THE COMPANY TO LLOYDS BANK LIMITED	PREMISES AT: WARWICK HOUSE, MALVERN, WORCESTERSHIRE	LLOYDS BANK LIMITED 71, LOMBARD STREET, LONDON, EC23	NIC

(a) A description of the instrument, e.g., "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.

Signature

Designation of position in relation to the Company

Dated the 2nd day of April 1980



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

I hereby certify that a mortgage or charge dated the **31st March 1980**
and created by **THE GIEVES GROUP (1980) 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 Limited**

on any account whatsoever

was registered pursuant to section 95 of the Companies Act, 1948, on
the **8th April 1980**

Given under my hand at Cardiff the

15 APR 1980

No. **1455128**

J. BENOWDEN
Assistant Registrar of Companies

Certificate and instrument received by

Post

.....

Date... **16.4.80**

C69a

M

THE COMPANIES ACTS 1948 TO 1976

Particulars of a mortgage or charge

Pursuant to section 95 of the Companies Act 1948

CAB DEB, (1981)
Form No. 47

47

M.262 / Sept. 16 / CF

Please do not
write in this
binding margin

For official use

Company number

↓ Name of Company

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

M 1 9

1455128

THE GIEVES GROUP

Limited*

*delete if
inappropriate

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

Single Debenture

dated 2 SEPTEMBER

1981

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

71, LOMBARD STREET

LONDON, EC3P 3BS

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

For official use
Mortgage section

Post room

REGISTERED

16 SEP 1981



Time critical reference

LLOYDS BANK LIMITED
NORTHGATE, KINGSWAY,
CARDIFF, CF1 4LD

3180

Short particulars of all the property mortgaged or charged

First - The freehold and leasehold property (if any) of the Company both present and future including (without prejudice to the generality of the foregoing) the properties (if any) specified in the Schedule to the Debenture and all buildings and fixtures (including trade fixtures) fixed plant and machinery from time to time on any such property.

Secondly - All book debts both present and future due or owing to the Company and the benefit of all rights relating thereto including (without prejudice to the generality of the foregoing) negotiable instruments legal and equitable charges reservation of proprietary rights rights of tracing and unpaid vendors liens and similar and associated rights.

Thirdly - All other monetary debts and claims both present and future (including things in action which give rise or may give rise to a debt or debts) due or owing to the Company and the benefit of all rights relating thereto including (without prejudice to the generality of the foregoing) such rights as aforesaid.

Fourthly - (i) All stocks and shares and other interests including (without prejudice to the generality of the foregoing) loan capital indebtedness or liabilities on any account or in any manner owing to the Company both present and future of the Company in (and from) any company which then was or might thereafter become a subsidiary (as defined in Section 154 of the Companies Act 1948 or any statutory modification or re-enactment thereof) of the Company; and (ii) the full benefit of all stocks shares and securities which or the certificates of which were then or might at any time thereafter be lodged with the Bank or held by the Bank or its agents or transferred to or registered in the name of the Bank or its agents or their respective nominees; (iii) all rights in respect of or incidental to the premises described at (i) and (ii) above (the premises (i) to (iii) Fourthly described being hereinafter called "the Securities"); and (iv) all stocks shares monies or property accruing or offered at any time by way of conversion redemption bonus preference option or otherwise to or in respect of any of the Securities including all dividends interest and other income payable in connection therewith (all of which premises (i) to (iv) Fourthly described are hereinafter called "Interests in Securities").

Fifthly - The goodwill and the uncalled capital of the Company both present and future.

Sixthly - The undertaking and all property and assets of the Company both present and future including (without prejudice to the generality of the foregoing) heritable property and all other property and assets in Scotland and the premises First Secondly Thirdly Fourthly and Fifthly described (if and in so far as the charges thereon or on any part or parts thereof therein contained should for any reason be ineffective as fixed charges).

The charges created by the Debenture are as regards the premises First Secondly Thirdly Fourthly and Fifthly described fixed first charges (and as regards all those parts of the premises First described then vested in the Company constitute a charge by way of legal mortgage thereon) and as to the premises Sixthly described the charge so created is a floating charge.

The Company may not without the consent in writing of the Bank:

(i) sell assign discount factor charge or otherwise dispose of the premises Secondly or Thirdly described or any part thereof save in accordance with Clause 9(d) of the Debenture set out below or deal with the same in any way otherwise than in accordance with the said sub-clause.

(ii) create or allow to subsist any specific or other mortgage debenture or charge or lien (save a lien arising by operation of law in the ordinary course of business) upon the premises charged by the Debenture or any part thereof ranking either in priority to or pari passu with any charge thereby created.

(iii) transfer sell or otherwise dispose of the whole or any material part of its undertaking property or assets except by way of sale at full value in the usual course of trading as transacted at the date of the Debenture.

By Clause 9(d) of the Debenture the Company covenanted that it would pay into its account or accounts with the Bank all moneys which it might receive in respect of the book and other debts and claims charged by it or in respect of the Interests in Securities.

Please do not write in this binding margin

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

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

NIL

Signed Per Pro LLOYDS BANK LIMITED
Address PICCADILLY, LONDON
Designation of position in relation to the company *S. S. Hoffmann*
Solicitor for Lloyds Bank Limited

Date 14/9/87.

Notes

- 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 **2nd September 1981**
and created by **THE GIEVES GROUP LIMITED** for securing all monies
due or to become due from the Company to Lloyds Bank Limited
on any account whatsoever

was registered pursuant to section 95 of the Companies Act, 1948, on
the **16th September 1981**

Given under my hand at Cardiff the **22 SEP 1981**

No. **1455128**

J. RENOWDEN

Assistant Registrar of Companies

Certificate and instrument received by

J. J. Jones

Date 24/9/81



July M17

THE COMPANIES ACTS 1948 TO 1976

Form No. 49

Memorandum of complete satisfaction of mortgage or charge

49

Please do not
write in this
binding margin

For official use

Company number

M 210

1455128

Name of company

THE GIEVES GROUP p.l.c.

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*
memorandum of deposit dated *31st March 1980* *] [a series of Debentures
authorised by resolution dated *19* *] secured on property †
ROYAL MILLS ESHER SURREY
of which particulars were registered with the Registrar of Companies on § *8th APRIL*
1980 was wholly satisfied on *2nd June* 19 *81* 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):

I.H. Lume
THE GIEVES GROUP p.l.c.
22 THE HARD, PORTSMOUTH
731- PORTS. 821351

For official use
Mortgage section

REGISTERED
21 JUN 1982

Post room

18 JUN 1982
91
OFFICE

Time critical reference

In witness where the common seal of the company was hereto affixed the sixteenth
day of June 1982

Signed Gordon Marcus Nathan } Directors
Jan H. Lums } 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

THE GIEVES GROUP p.l.c
Limited*

*delete if
inappropriate

We, Gordon Marcus Nathan
of 'Caxton' West Drive Sunning Berks
_____ a director of the above-named company
and Ian Hamilton Currie
of 72 Hill Road Portchester Fareham Hants

the secretary thereof, do solemnly and sincerely declare that the particulars contained in the memorandum of satisfaction relating to one 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 PORTSMOUTH
HAMPSHIRE
the 16th day of June one
thousand nine hundred and eighty two
before me James H. Lof
A Commissioner for Oaths†

Declarants sign here

Gordon Marcus Nathan
Jan H. Lums

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



THE COMPANIES ACTS 1948 TO 1976

Particulars of a mortgage or charge

Pursuant to section 95 of the Companies Act 1948

S/A 13.8.795
056520

1107/Dec 30/CF

35485

For official use

Company number

1036430

1121

1455128

Name of Company

THE GIEVES GROUP PLC

Limited *

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

OMNIBUS LETTER OF SET-OFF DATED 17.12.1982

Amount due or owing on the mortgage or charge

ALL MONEYS AND LIABILITIES NOW DUE OR WHICH
MAY BECOME DUE TO LLOYDS BANK PLC FROM
EITHER THE COMPANY OR ANY ONE OR MORE OF
THE FOLLOWING COMPANIES, VIZ:
GIEVES AND HAWKES LIMITED,
CHIVERS BOOK SALES LIMITED,
SEYMOUR BOOKS LIMITED
REDWOOD BURN LIMITED.

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):

LLOYDS BANK PLC
Piccadilly, London Branch,
39, Piccadilly,
London, W1V 0AA

REF MAS/L

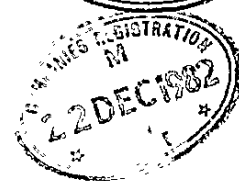
Time critical reference

For official use
Mortgage section

REGISTERED

22 DEC 1982

Post room



Short particulars of all the property mortgaged or charged

Please do not write in
this binding margin

ANY SUM OR SUMS FOR THE TIME BEING STANDING
TO THE CREDIT OF ANY PRESENT OR FUTURE
ACCOUNT OF THE COMPANY WITH LLOYDS BANK PLC.

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 Plc
Piccadilly, London

Signed

[Signature]
Pro Manager

Date 17 DEC 1982

Designation of position in relation to the Company BANKERS.

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, 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 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 Letter of Set Off dated 17th December 1982 and created by THE GIEVES GROUP PLC for securing all monies due or to become due from the Company and/or all or any of the other companies named therein to Lloyds Bank Plc was registered pursuant to section 95 of the Companies Act, 1948, on the 22nd December 1982

Given under my hand at Cardiff the 26 JAN 1983

No. 1455128

J. RENNOLD
Assistant Registrar of Companies

Certificate and instrument received by

.....

.....

Date 27.1.83.....

SlA 1026430 35483
1315795 1800278
956520

THE COMPANIES ACTS 1948 TO 1981

Particulars of a mortgage or charge

Pursuant to section 95 of the Companies Act 1948

M8/11Feb/CF

For official use

Company number

1455128

Please do not write in this binding margin ↓

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

*Delete if inappropriate

Name of company

THE GIEVES GROUP Plc

Limited*

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

OMNIBUS LETTER OF SET-OFF DATED 29TH JANUARY 1985

Amount due or owing on the mortgage or charge

ALL MONEYS AND LIABILITIES NOW DUE OR WHICH MAY BECOME DUE TO LLOYDS BANK Plc FROM EITHER THE COMPANY OR ANY ONE OR MORE OF THE FOLLOWING COMPANIES:-

GIEVES & HANKES LIMITED

CHIVERS BOOK SALES LIMITED

REDWOOD BURN LIMITED

THE CHIVERS COMPANY LIMITED

Q M CONSULTANTS LIMITED

-8 FEB 1985

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):

Lloyds Bank Plc

Information Department, LLOYDS BANK Plc

Northgate, Kingsway, Piccadilly, London Branch,
Cardiff CF1 4LD

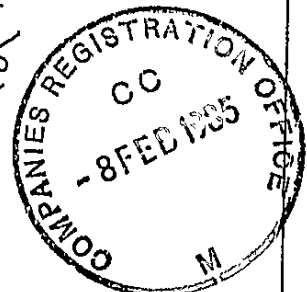
30, Piccadilly,
London, W1V 0AA

For official use
Mortgage section

REGISTERED

- 8 FEB 1985

Post room



Time critical reference

Short particulars of all the property mortgaged or charged

ANY SUM OR SUMS FOR THE TIME BEING STANDING TO
THE CREDIT OF ANY PRESENT OR FUTURE ACCOUNT OF THE
COMPANY WITH LLOYDS BANK PLC.

Please do not write
in binding margin

Please complete
preferably in black
or bold block letters

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

NIL

per pro Lloyds Bank Plc

Manually, London

Signed

Susan Williams

Date 6.2.1985

Designation of position in relation to the Company

Pro Manager

BANKERS

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 Letter of Set Off dated 29th January 1985 and created by THE GIEVES GROUP PLC for securing all moneys due or to become due from the Company and/or all or any of the other Companies named therein to Lloyds Bank PLC was registered pursuant to section 95 of the Companies Act, 1948, on the 8th February 1985

Given under my hand at the Companies Registration Office,

Cardiff the 19 FEB 1985

No. 1455128

H. A. Jelliman

H. A. JELLIMAN

an authorised officer

Certificate and instrument received by

R. Ashby

.....

.....

Date .. 20.2.1985

C.69d (Rev)

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

B
MS 281 / 10 SEPT 1987Please complete
legibly, preferably
in black type or,
bold block lettering

To the Registrar of Companies

For official use

Company number

[] [] [] []

1455128

Name of company

* THE GIEVES GROUP PLC

* insert full name
of company

I, IAN HAMILTON CURRIE

of 72 HILL ROAD, PORTCHESTER, FAREHAM, HANTS PO16 8JY

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

Date and Description of charge‡ 2nd September 1981 Debenture

Date of Registration§ 16th September 1981

Name and address of [chargee][trustee for the debenture holders] Lloyds Bank PLC
Piccadilly London Branch 39 Piccadilly London W1V 0AAShort particulars of property charged§ Warwick House Malvern Worcestershire
and Brookley Road Brockenhurst in HampshireAnd 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 17 Hampshire Terrace
Bournemouth in Hampshire

Declarant to sign below

the 7th day of September

one thousand nine hundred and eighty seven

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

Ian H Currie

Presenter's name address and
reference (if any):Coffin Men & Co.
17 Hampshire Terrace
Portsmouth
PO1 2PU.For official Use
Mortgage Section

REGISTERED

9 SEP 1987

Post room

COMPANIES REGISTRATION
- 9 SEP 1987
M C NCE 58

M

Particulars of a mortgage or charge

395

Pursuant to section 395 of the Companies Act 1985

5/1 1026430 + 0/Lto

To the Registrar of Companies

For official use

Company number

M93

Name of company

[116]

1455128

* THE GIEVES GROUP PLC

Date of creation of the charge

15th July 1992

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

Deed of Guarantee and Debenture

Amount secured by the mortgage or charge

All moneys which are now or shall at any time hereafter be due, owing or payable or expressed to be due, owing or payable to US1 Holdings Limited or such other person or persons as is or are from time to time the registered holder (the "Stockholder") of the £2.5 million Convertible Secured Loan Stock 2000 (the "Stock") of The Gieves Group plc constituted by the deed poll dated 15th July, 1992 whereby the Stock was constituted; with the benefit of such conditions as may from time to time attach to it, from or by The Gieves Group plc in respect of the Stock, together with all legal and other costs, charges and expenses which the Stockholder may incur in enforcing or obtaining, or attempting to enforce or obtain, payment of any such moneys whether pursuant hereto or otherwise and including any of the same incurred under this deed by the Stockholder and all other moneys paid by the Stockholder or by any person appointed in writing to be a receiver and manager and/or administrative receiver (the "Receiver", which expression shall include, (please see continuation sheet p2)

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

US1 Holdings Limited, 9th Floor, Shui Hing Centre,

13 Sheung Yuet Road, Kowloon Bay, Kowloon, Hong Kong

(please see continuation sheet p3)

Postcode

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

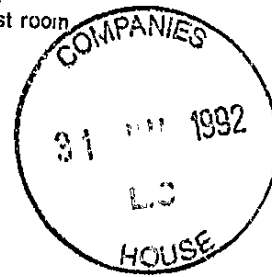
Slaughter and May
35 Basinghall Street
London EC2V 5DB

For official use
Mortgage Section

Post room

REGISTERED

31 JUL 1992



TGF/EAZW/CAZS

Time critical reference

Short particulars of all the property mortgaged or charged

(i) By way of legal mortgage all the freehold and leasehold property of The Gieves Group plc, the title to which is registered at H.M. Land Registry together with all buildings, fixtures (including trade fixtures) and fixed plant and machinery from time to time thereon;

(ii) By way of legal mortgage all other freehold and leasehold property of The Gieves Group plc now vested in it (whether or not registered at H.M. Land Registry), together with all buildings, fixtures (including trade fixtures) and fixed plant and machinery from time to time thereon;

(iii) By way of fixed charge all future freehold and leasehold property of The Gieves Group plc, together with all buildings, fixtures (including trade fixtures) and fixed plant and machinery from time to time thereon and all the goodwill, uncalled capital and intellectual property for the time being of The Gieves Group plc;

(iv) By way of fixed charge all book debts now and from time to time due or owing to The Gieves Group plc and the benefit of all rights relating thereto including (without prejudice to the generality of the foregoing) negotiable instruments, legal and equitable charges, reservation of proprietary rights, (please see continuation sheet p4)

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

John Currie

Date

28/1/92

On behalf of [company] mortgagee/chargee †

† delete as appropriate

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.

If any of the spaces in this form provide insufficient space the particulars must be entered on the prescribed continuation sheet.

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

**Particulars of a charge
(continued)**

Please do not
write in this
binding margin

Continuation sheet No 2
to Form No 395 and 410 (Scot)

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

Company Number

1455128

Name of Company

THE GIEVES GROUP PLC

~~limited~~

* delete if
inappropriate

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

Please do not
write in this
binding margin

where the context admits, the plural and any substituted receiver and manager) in perfecting or otherwise protecting rights in connection with the security created by the Deed of Guarantee and Debenture dated 15th July, 1992 (the "Deed") or in respect of the property charged by the Deed and, without prejudice to the generality of the foregoing, any arising out of or in connection with any of the acts authorised by sub-clause 5(D)(iii) of the Deed and any as specified in Clause 19 of the Deed.

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

Please do not
write in this
binding margin

Names and addresses of the persons entitled to the charge (continued)

(or such other person or persons as is or are from time to time the
registered holder or holders of the Stock).

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

rights of tracing and unpaid vendor's liens and similar and associated rights;

(v) By way of fixed charge all other monetary debts and claims both present and future (including things in action which give rise or may give rise to a debt or debts) due or owing to The Gieves Group plc and the benefit of all rights relating thereto including (without prejudice to the generality of the foregoing) such rights as are described in (iv) above;

By way of fixed charge:-

(a) all stocks, shares and other interests including (without prejudice to the generality of the foregoing) loan capital, indebtedness or liabilities on any account or in any manner owing to The Gieves Group plc both present and future of The Gieves Group plc in (and from) any company which now is or may hereafter become a subsidiary of The Gieves Group plc;

(b) its interest in the future benefit of all stocks, shares and securities which or the certificates of which are now or may at any time hereafter be lodged with the Stockholder (as defined above) or held by the Stockholder or its agents or transferred to or registered in the name of the Stockholder or its agents or their respective nominees;

(c) all rights in respect of or incidental to the matters described at (a) and (b) above, and

(d) all stocks, shares, rights, moneys or property accruing or offered at any time by way of conversion, redemption, bonus, preference, option or otherwise to or in respect of the matters referred to in (a) to (c) above including all dividends, interest and other income payable in connection therewith;

(vii) By way of fixed charge the goodwill and uncalled capital of The Gieves Group plc both present and future, and

(viii) By way of floating charge all the undertaking and assets of The Gieves Group plc whatsoever and wheresoever both present and future (including the matters specified in (i) to (vii) above if and so far as the charges thereon or therein contained shall for any reason be ineffective as fixed charges).

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



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 created by THE GIEVES GROUP PLC and/or all or any of the other companies named therein for securing £2,500,000 Convertible Secured Loan Stock 2000 of THE GIEVES GROUP PLC and all other monies payable to US1 HOLDINGS LIMITED (as Trustee on behalf of the Stockbroker, as defined) under the terms of the Deed Poll dated 15th JULY 1992 and this Deed was registered pursuant to Chapter I Part XII of the Companies Act 1985, on the 31st JULY 1992

Given under my hand at the Companies Registration Office,
Cardiff the 6th AUGUST 1992

No. 1455128

PHIL DAVIES
an authorised officer

C.69d(Rev)