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**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

For official use

16

Company Number

1456086

Name of company

\*Insert full name  
of Company

**\*INTATRAVEL GROUP PLC**

Date of creation of the charge

23rd March 1998

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

Mortgage made between the Company (1) and Generale Bank N.V. - Generale De Banque S.A. (2)

Amount secured by the mortgage or charge

All moneys obligations and liabilities whether actual or contingent now or hereafter due owing or incurred to the Bank by the Company in whatever currency denominated whether on any banking or other account or otherwise in any manner whatsoever (whether alone or jointly and in whatever style name or form and whether as principal or surety) including all liabilities in connection with foreign exchange transactions accepting endorsing or discounting any notes or bills or under bonds guarantees indemnities documentary or other credits or any instruments whatsoever from time to time entered into by the Bank for or at the request of the Company together with interest to date of payment at such rates and upon such terms as may from time to time be agreed commission discount fees and other charges and all legal and other costs charges and expenses incurred by the Bank in relation to the Company on a full and unqualified indemnity basis.

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

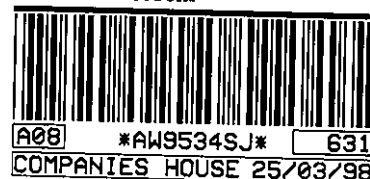
**GENERALE BANK N/V-GENERALE DE BANQUE SA**  
**BAVARIA HOUSE 13/14 APPOLD STREET LONDON EC2A 2DP**

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

**Messrs Bishop & Sewell**  
**90 Great Russell Street**  
**London WC1B 3RJ**  
**Tel: 0171 631 4141**  
**Ref: RJW.G145.170**

For official use  
Mortgage section

Post room



Short particulars of all the property mortgaged or charged

All the policy of assurance known as Policy No. EO8262690-4 dated 4th May 1994 effected with Legal & General Assurance Society Limited for a total sum assured of £500,000 on the life of CHRISTINE MARGARET SHARMAN together with all bonuses and other moneys benefits and advantages that may become payable or accrue thereunder or under any substituted policy or policies or under any new policy effected under the provisions hereof (which policies together with the policy described above are hereinafter called "the Policies") and the full benefit of the Policies and all the right title and interest whatsoever of the Mortgagor therein together with full power to give an effective discharge for any of the moneys assured or payable under the Policies.

Particulars as to commission allowance or discount (note 3)

NIL

Signed



Date

22nd March 1998

On behalf of ~~[company]~~ [mortgagee/chargee]\*

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, 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:
  - (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.

Please do not  
write in this  
margin

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

**Particulars of a mortgage or charge  
(continued)**

Continuation Sheet No. 1  
to Form No.395 and 410 (Scot)

Company number

1456086

Name of company

\*Insert full  
name  
of Company

**\*INTATRAVEL GROUP PLC**

**Short particulars of all the property mortgaged or charged (continued)**

Clause 4.01(d) of the Mortgage contains a covenant by the Company that it will not:-  
assign or create any mortgage charge or encumbrance over any of the Policies or any  
interest therein or purport or attempt so to do or otherwise dispose of the same.

Clause 6.01 of the Mortgage also contains an agreement by the Company if and when  
required by the Bank to execute such further legal or other charges or assignments in  
favour of the Bank as the Bank shall from time to time require over all or any of the  
Policies and all rights and remedies relating thereto both present and future including any  
vendor's lien) and the full benefit of the same and all right title and interest whatsoever  
of the Company therein to secure all moneys obligations and liabilities covenanted to be  
paid or otherwise secured in the Mortgage or to facilitate the realisation of the Policies or  
the exercise of the powers conferred on the Bank, such further charges or assignments to  
be prepared by or on behalf of the Bank at the cost of the Company and to contain an  
immediate power of sale without a notice, a clause excluding section 92 and the  
restrictions contained in section 103 of the Law of Property Act 1925 and such other  
clauses for the benefit of the Bank as the bank may reasonably require.

**FILE COPY**



**CERTIFICATE OF THE REGISTRATION  
OF A MORTGAGE OR CHARGE**

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

COMPANY No. 01456086

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A MORTGAGE DATED THE 23rd MARCH 1998 AND CREATED BY INTATRAVEL GROUP P.L.C. FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO GENERALE BANK N.V. - GENERALE DE BANQUE S.A. ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 25th MARCH 1998.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 26th MARCH 1998.

*Peter C Protheroe*

for the Registrar of Companies

A large, stylized handwritten signature in black ink, located in the bottom left corner of the document.



**C O M P A N I E S   H O U S E**