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COMPANIES FORM No. 395

395

Particulars of a mortgage or charge

Please do not
write in
this margin

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

[20] [X]

1767042

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

Name of company

* MARTIN DAWN PLC

* insert full name
of company

Date of creation of the charge

25th JULY 1997 *K. Brown*

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

Legal Charge

Amount secured by the mortgage or charge

All monies and the discharge of all obligations and liabilities whether actual or contingent now or hereafter due owing or incurred to the Bank by the Company in whatever currency be nominated whether on any Banking or other account or otherwise in any manner whatsoever including all liabilities in connection with borrowing and exchange transactions, accepting, endorsing or discounting any notes or bills or other 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 and any other monies for which the Company may become liable under the Legal Charge together with interest commission fees and all charges and expenses incurred by the Bank or any Receiver in relation to the Company or all or any part of the property assets and rights for the time being comprised in or subject to the charges contained in the Legal Charge on a full indemnity basis including any losses occasioned by any act or omission by the Company under the Legal Charge or any disclaimer of any of its contracts agreements or arrangements or any of its liabilities or obligations to the Bank and also interest on the foregoing to the date of payment.

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

The Governor & Company of the Bank of Ireland

727/729 High Road North Finchley

London

Postcode

N12

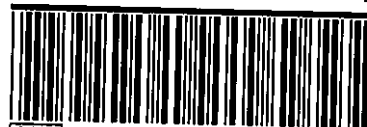
Presentor's name address and
reference (if any):

Peter Brown & Co
Altay HOuse, 869 High Road
North Finchley
London N12 8QA
Dx 57367 Finchley 1.

For official Use

Mortgage Section

Post room



A34 *ANE6SY07* 545
COMPANIES HOUSE 06/08/97

Time critical reference

Short particulars of all the property mortgaged or charged

Property known as IVY VILLA GARDINERS LANE SOUTH, BASILDON
in the COUNTY OF ESSEX
and all buildings, structures, fixtures and fixed plant, machinery and
equipment from time to time thereon. Secondly, the right, title and
interest of the Mortgagor to and in any proceeds of any present or
future insurances of the property firstly described. Thirdly, any
present and future goodwill attaching to the property firstly described
by reason of the carrying on thereat of the business (if any) of the
Mortgagor or a predecessor of the Mortgagor in that business and fourthly
all moveable, plant, machinery, implements, utensils, furniture and
equipment now or from time to time placed on or used in or about the
mortgaged property.

Please do not
write in
this margin

Please complete
legibly, preferably
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bold block lettering

Particulars as to commission allowance or discount (note 3)

N/A

Signed

Date

4th AUGUST 1997

On behalf of [company/mortgagee/chargee]†

† delete as
appropriate

Notes

- 1 The original instrument (if any) creating or evidencing the charge, together with these prescribed particulars correctly completed must be delivered to the Registrar of Companies within 21 days after the date of creation of the charge (section 395). If the property is situated and the charge was created outside the United Kingdom delivery to the Registrar must be effected within 21 days after the date on which the instrument could in due course of post, and if dispatched with due diligence, have been received in the United Kingdom (section 398). A copy of the instrument creating the charge will be accepted where the property charged is situated and the charge was created outside the United Kingdom (section 398) and in such cases the copy must be verified to be a correct copy either by the company or by the person who has delivered or sent the copy to the registrar. The verification must be signed by or on behalf of the person giving the verification and where this is given by a body corporate it must be signed by an officer of that body. A verified copy will also be accepted where section 398(4) applies (property situate in Scotland or Northern Ireland) and Form No. 398 is submitted.
- 2 A description of the instrument, eg "Trust Deed", "Debenture", "Mortgage" or "Legal charge", etc, as the case may be, should be given.
- 3 In this section there should be inserted the amount or rate per cent. of the commission, allowance or discount (if any) paid or made either directly or indirectly by the company to any person in consideration of his;
 - (a) subscribing or agreeing to subscribe, whether absolutely or conditionally, or
 - (b) procuring or agreeing to procure subscriptions, whether absolute or conditional,for any of the debentures included in this return. The rate of interest payable under the terms of the debentures should not be entered.
- 4 If any of the spaces in this form provide insufficient space the particulars must be entered on the prescribed continuation sheet.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 01767042

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 25th JULY 1997 AND CREATED BY MARTIN DAWN PLC FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE GOVERNOR AND COMPANY OF THE BANK OF IRELAND ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 6th AUGUST 1997.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 8th AUGUST 1997.

A handwritten signature in dark ink, appearing to read 'J. M. Evans'.

J. M. EVANS

for the Registrar of Companies



C O M P A N I E S H O U S E

HC026B

For
WHE
22-08-97