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COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

Pursuant to section 395 of the Companies Act 1985

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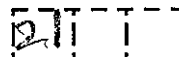
Please complete
legibly, preferably
in black type, or
bold block lettering

* insert full name
of company

To the Registrar of Companies

For official use

Company number



1767042

Name of company

* Martin Dawn plc ("the Company")

Date of creation of the charge

12 May 1998

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

The Security Assignment dated 12 May 1998 ("the Security Assignment")
between (1) the Company and (2) Blunglen Limited ("the Assignee")

Amount secured by the mortgage or charge

All monies obligations and liabilities whatsoever whether for principal
interest or otherwise in whatever currency which may from the date of
the Security Assignment or at any time in the future be due owing or
incurred by the Company to the Assignee whether actual or contingent and
whether alone severally or jointly as principal guarantor surety or
otherwise and in whatever name or style and whether on any current or
other account or in any other manner whatsoever ("the Secured
Obligations")

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

Blunglen Limited, 40 Queen Anne Street, London, W1M 0EL

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

S J Berwin & Co
222 Grays Inn Road
London
WC1X 8HB

For official use
Mortgage Section

Post room



KLQ *KYER46C9* 2325
COMPANIES HOUSE 20/05/98

Time critical reference
CORP2/RMAT/1520.1

Short particulars of all the property mortgaged or charged

The right, title, benefit and interest of the Company in or under the joint venture agreement dated 9 April 1998 between the Company, V T Jobson trading as V T Jobson Associates and South Eastern Leisure plc as amended varied and supplemented from time to time (the "Assigned Assets")

NOTE

Except with the prior written consent of the Assignee, the Company shall not create, agree to create or permit to subsist any mortgage, charge, pledge, lien, assignment, encumbrance, guarantee, title transfer or retention arrangement or agreement, or any security interest whatsoever, howsoever created or arising ("Security Interest") in, over or affecting the whole or any part of the Assigned Assets (except for Security Interests in favour of the Assignee as security for the Secured Obligations) or over its right to call for a discharge of the security constituted by the Security Assignment nor deal with such right in any manner.

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

Particulars as to commission allowance or discount (note 3)

Not applicable

Signed *ST Benwin & Co*

Date 19 May 1998

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.
- 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 SECURITY ASSIGNMENT DATED THE 12th MAY 1998 AND CREATED BY MARTIN DAWN PLC FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO BLUNGLIN LIMITED ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 20th MAY 1998.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 22nd MAY 1998.

Peter C Protheroe

for the Registrar of Companies



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

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