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CHFP025

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*insert full name
of Company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

Not used for 022666

395

A fee of £10 is payable to Companies House in respect
of each register entry for a mortgage or charge.

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies
(Address overleaf - Note 6)

For official use

Company number

27

1767042

Name of company

* MARTIN DAWN PLC

Date of creation of the charge

9 APRIL 1999

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

CHARGE OVER SHARES

Amount secured by the mortgage or charge

All monies, obligations and liabilities whatsoever whether for
principal, interest or otherwise in whatever currency which may now or
at any time in the future be due, owing or incurred by the Chargor to
the Chargee under the terms of the Restated Facility Agreement of even
date and/or this Charge.

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

DELANCEY SOUTHEND LIMITED
40 QUEEN ANNE STREET
LONDON

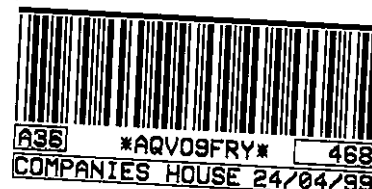
Postcode W1M 3EL

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

Olswang
90 Long Acre
London
WC2E 9TT
REF: CXT/PRD 6327.10

For official Use
Mortgage Section

Post room



Time critical reference

Short particulars of all the property mortgaged or charged

1.1 In consideration of the Chargee agreeing to amend and vary the Original Facility Agreement (as such term is defined in the Restated Facility Agreement), on the terms and pursuant to the conditions of the Restated Facility Agreement, the Chargor covenants with the Chargee that it will on demand pay the Secured Liabilities.

1.2 The Chargor shall pay interest to the date of payment or discharge (notwithstanding any demand or any judgment obtained by the Chargee or the liquidation or administration of or any arrangement or composition with creditors by the Chargor) at the rate or rates applicable under the Restated Facility Agreement or other agreements or arrangements giving rise to the relevant obligations or liabilities or, if no such rate or rates are specified, at the Default Rate upon such days and upon such terms as the Chargee may from time to time determine. Such interest shall be compounded in the event of it not being punctually paid in accordance with the usual practice of the Chargee but without prejudice to the right of the Chargee to require payment of such interest.

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Particulars as to commission allowance or discount (note 3)

NIL

Signed

Obuag

Date

23/4/1999

On behalf of [company] [mortgagee/chargee] †

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge. (See Note 5)

† 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.
- 5 Cheques and Postal Orders are to be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is:-
Companies House, Crown Way, Cardiff CF4 3UZ

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

Continuation sheet No 1
to Form No 395 and 410 (Scot)

CHFP025

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Company Number

1767042

Name of Company

MARTIN DAWN PLC

Limited*

* delete if
inappropriate

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

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

**Please complete
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bold block lettering**

(cont)

The Chargor with full title guarantee (with the intent that the security so constituted shall extend to all beneficial interests of the Chargor in the Charged Property and to any proceeds of sale or other realisation of the Charged Property or any part of it) and as continuing security for the payment and discharge of the Secured Liabilities charges the Shares and Securities and the Derivative Assets to the Chargee.

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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 CHARGE OVER SHARES DATED THE 9th APRIL 1999 AND CREATED BY MARTIN DAWN PLC FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO DELANCEY SOUTHEND LIMITED UNDER THE TERMS OF THE CHARGE AND THE RESTATED FACILITY AGREEMENT OF EVEN DATE DEFINED THEREIN WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 24th APRIL 1999.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 29th APRIL 1999.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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