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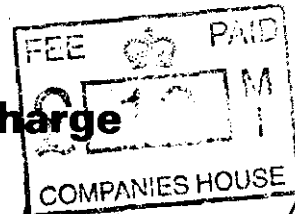
Please complete
legibly, preferably
in black type or
bold block
lettering

*Insert full name
of company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985



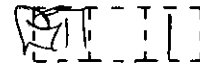
395

Girobank 1000507/ECO

To the Registrar of Companies

For official use Company number

Name of company **COMPANY**



01833793

* **Urban Eyewear Limited**

Date of creation of the charge

14 September 1999

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

DEBENTURE

Amount secured by the mortgage or charge

All monies and liabilities due owing or incurred or hereafter to become due from the company to the Bank whether actually or contingently and in any manner whatsoever.

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

Girobank plc

Bootle

Merseyside

Postcode

GIR 0AA

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

Girobank plc
CADVB, 6 South Admin
Bootle, Merseyside,
GIR 0AA
Ref: CADVB/6S Admin

For official use
Mortgage section

Post room



A13 *A4IVGJYO* 414
COMPANIES HOUSE 22/09/99
COMPANIES HOUSE 15/09/99

Time critical reference

Short particulars of all the property mortgaged or charged

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FIRST FIXED CHARGE ON


- 1) The freehold and leasehold property of the Company, both present and future including those specified in the schedule within the Debenture.
- 2) All Book Debts both present and future due or owing to the Company.
- 3) The Goodwill and uncalled capital of the Company both present and future, and

Please complete
legibly, preferably
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bold block
lettering

FLOATING CHARGE ON

All the Undertaking and all Property and Assets of the Company both present and future and so that the Company shall not without the prior written consent of the Bank 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 hereby charged or any part thereof ranking either in priority or Pari Passu with any charge hereby created.

Particulars as to commission allowance or discount (note 3)

Signed  Date 14/9/99

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.

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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. 01833793

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 14th SEPTEMBER 1999 AND CREATED BY URBAN EYEWEAR COMPANY LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO GIROBANK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 22nd SEPTEMBER 1999.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 24th SEPTEMBER 1999 .



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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