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**COMPANIES FORM No. 395**

**Particulars of a mortgage or charge**

**395**

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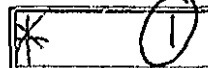
Pursuant to section 395 of the Companies Act 1985

Please complete  
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bold block lettering

To the Registrar of Companies  
(Address overleaf - Note 5)

M 745c.

For official use



Company number

1957770

Name of company

• BARCLAYS DE ZOETE WEDD PORTFOLIO MANAGEMENT LIMITED

\* Insert full name  
of company

Date of creation of the charge

28th May 1993

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

Charge in favour of The International Stock Exchange of the United Kingdom and the Republic of Ireland Limited dated 28th May 1993 made by BARCLAYS DE ZOETE WEDD PORTFOLIO MANAGEMENT LIMITED ('the Company')

Amount secured by the mortgage or charge

The Stock Exchange Liability as defined in the Charge and all other indebtedness of the Company to the London Stock Exchange.

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

The International Stock Exchange of the United Kingdom and the Republic of Ireland  
Limited, (hereinafter called 'The London Stock Exchange')  
London Postcode EC2N 1HP

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

P.B. HAMMOND ESQ  
LONDON STOCK EXCHANGE  
(dys/3)  
LONDON EC2N 1HP

Time critical reference

For official Use  
Mortgage Section

4 JUN 1993

Post Room

COMPANIES HOUSE  
Cardiff

4 JUN 1993

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Short particulars of all the property mortgaged or charged

All shares, stock and other securities of any description which are for the time being designated by The Stock Exchange as Tallisman Securities which are from time to time registered in the name of or comprised in a transfer in favour of any Stock Exchange nominee company or held by or delivered for transfer to any agent or depositary to the order of The Stock Exchange in each such case credited at any office or agency of The Stock Exchange (whether or not situated in the United Kingdom or the Republic of Ireland) at which for the time being facilities for the issue of Short Term Certificates subsist to the account maintained by The Stock Exchange in the name of the Company ('Recorded Securities') together with all benefits arising therefrom and not transferred or delivered by or at the direction of The Stock Exchange to the Company.

(continue on Continuation Sheet)

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

Particulars as to commission allowance or discount (note 3)

Signed

*Ruth J. H.*

Date

3rd June 1993

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

Notes

+ 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 charge 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 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 situated in Scotland or Northern Ireland) and Form No. 399 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 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 The address of the Registrar of Companies is:-  
Companies House, Crown Way, Cardiff CF4 3UZ

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

Particulars of a mortgage or charge  
(continued)

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

Please complete  
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bold black lettering

Company number

1957770

Name of company

• BARCLAYS DE ZOETE WEDD PORTFOLIO MANAGEMENT LIMITED

\* Insert full name  
of company

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

Amount due or owing on the charge (continued)

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legibly, preferably  
in black type, or  
bold block lettering

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Short particulars of all the property mortgaged or charged

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bold block lettering

Note:-

- (1) If any Recorded Securities fail to be apportioned or withdrawn from the Trading Account prior to the date on which the Company is declared a defaulter by The Stock Exchange, The Stock Exchange shall release such securities from the Charge immediately prior to such apportionment or withdrawal.
- (2) Accordingly, the Charge is considered to be registrable as a floating charge.
- (3) The Charge contains a covenant by the Company not without the consent of The Stock Exchange to create or permit to subsist any encumbrance over Recorded Securities or any of them ranking pari passu with or having priority to the Charge.

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## CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

I hereby certify that a Charge dated 28th MAY 1993 and created by BARCLAYS DE ZOEETE WEDD PORTFOLIO MANAGEMENT LIMITED for securing the Stock Exchange Liability (as defined in the Charge) and all other indebtedness of the Company to THE INTERNATIONAL STOCK EXCHANGE OF THE UNITED KINGDOM AND THE REPUBLIC OF IRELAND LIMITED was registered pursuant to Chapter I Part XII of the Companies Act 1985, on the 4th JUNE 1993.

Given under my hand at the Companies Registration Office,  
Cardiff the 9th JUNE 1993.

No. 1957770

12.07.93

*Jennifer J. Evans*  
JENNIFER J. EVANS  
an authorised officer