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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

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

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Company number

2083133



400006
395

Name of company

* The Destination Group Limited

Date of creation of the charge

10th day of April 2001

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

Charge of Deposit

Amount secured by the mortgage or charge

All the Company's liabilities to National Westminster Bank Plc (the 'Bank') of any kind and in any currency (whether present or future actual or contingent and whether incurred alone or jointly with another) including banking charges, commission, interest, costs and expenses.

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

National Westminster Bank Plc

135 Bishopsgate

London

Postcode

EC2M 3UR

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

National Westminster Bank Plc
Credit Documentation
- Manchester Centre
C/O Companies House
Manchester

Presentor's reference
And/or telephone number
0161 829 1902

Time critical reference

For official Use

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Post room



JMA
COMPANIES HOUSE

J5U3CZYU

0236
20/04/01

Short particulars of all the property mortgaged or charged

All deposits now and in the future credited to Account designation 82216010 with the Bank and any deposit or account of any other currency description or designation which derives in whole or in part from such deposits or Account.

Please do not
write in
this margin

*Please complete
legibly, preferably
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bold block lettering*

Note:- The deposit is not capable of being assigned dealt with mortgaged or charged.

Particulars as to commission allowance or discount (note 3)

A fee of £10 is
payable to
Companies House

Per Pro
National Westminster Bank Plc
Credit Documentation – Manchester Centre

Signed



Date

20/1/2001

On behalf of mortgagee (Authorised Signatory)

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 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, DX: 33050 Cardiff

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02083133

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A CHARGE OF DEPOSIT DATED THE 10th APRIL 2001 AND CREATED BY THE DESTINATION GROUP LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO NATIONAL WESTMINSTER BANK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 20th APRIL 2001.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 24th APRIL 2001.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —