



COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

Please do not
write in
this margin

Pursuant to section 395 of the Companies Act 1985

M220/DEC 9 / CF

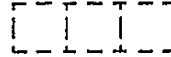
Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies



For official use

Company number



2131552

Name of company

* Insert full name
of company

•
TL5 RANGE SELF DRIVE LIMITED

Date of creation of the charge

30th	day of	NOVEMBER	19 87
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Description of the instrument (if any) creating or evidencing the charge (note 2)

Debenture

Amount secured by the mortgage or charge

All the Company's liabilities to The Royal Bank of Scotland plc (the 'Bank') of any kind (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

The Royal Bank of Scotland plc	
36 St Andrew Square	
Edinburgh	Postcode EH2 2YB

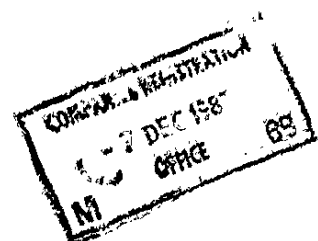
Presenter's name address and
reference (if any): JS3AS/STOC

The Royal Bank of Scotland plc
Securities Department
Centurion House
129 Deansgate
Manchester M3 3WR

For official Use
Mortgage Section

Post room

7 DEC 1987



Time critical reference

Short particulars of all the property mortgaged or charged

Please do not write in this margin

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

- 1 By way of legal mortgage all the freehold and leasehold property now vested in or charged to the Company;
- 2 By way of fixed charge all estates or interests in any freehold and leasehold property now and in future vested in or charged to the Company except the property referred to in paragraph 1;
- 3 By way of fixed charge—
 - (i) all the plant, machinery and fixtures and fittings, furniture, equipment, implements and utensils now and in the future belonging to the Company;
 - (ii) all the goodwill and uncalled capital of the Company present and future;
 - (iii) all stocks, shares and other securities now and in the future belonging to the Company;
 - (iv) all intellectual property rights, choses in action and claims now and in the future belonging to the Company; and
 - (v) all book debts and other debts now and in the future owing to the Company.
- 4 By way of floating charge all the undertaking and all property assets and rights of the Company present and future not subject to a fixed charge under the Debenture.

Note 1 The Debenture contains covenants by the Company with the Bank:—

- (a) Not without the previous written consent of the Bank to create or permit to arise any mortgage charge or lien on any of the Company's property nor to dispose of any of the Company's property except that the property subject to the floating charge may be disposed of in the ordinary course of business.
 - (b) To pay into the Company's account with the Bank all money which the Company may receive in respect of the Company's book debts and other debts and not to deal with the Company's book debts and other debts otherwise than by collecting them in the ordinary course of the Company's business and in particular not to realise the Company's book debts and other debts by means of book discounting, factoring or the like.
- 2 The Debenture gives the Bank power to appoint an Administrative Receiver.

Particulars as to commission allowance or discount (note 3)

Signed *[Signature]* Date 30.11.87

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.



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

I hereby certify that a mortgage or charge dated the 30th November 1987
and created by TLS RANGE SELF DRIVE LIMITED

for securing all moneys now due, or hereafter to become due, or from time
to time accruing due from the company to The Royal Bank of Scotland plc

on any account whatsoever

was registered pursuant to Chapter I Part XII of the Companies Act
1985, on the 7th December 1987

Given under my hand at the Companies Registration Office,
Cardiff the 15 DEC 1987

No. 2131552

Certificate and instrument received by

.....lost.....

Date15/12.....

E Church
E. CHURCH

an authorised officer

M

Companies Form No395

Particulars of a mortgage or charge

395

Please do not
write in this
binding margin

Pursuant to section 395 of the Companies Act 1985

✓ M 215/11 DEC 1987

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

* Insert full name
of company

To Register of Companies

For official use

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Company number

2131552

Name of Company

* T L S RANGE SELF DRIVE LIMITED

Date of creation of the charge

30 November 1987

Description of the instrument creating or evidencing the charge

LEGAL MORTGAGE

Amount secured by the mortgage or charge

All liabilities of the Company present and future actual and/or contingent to National Westminster Bank PLC

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

National Westminster Bank PLC

41 Lothbury

London,

Postcode EC2P 2BP

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

National Westminster Bank PLC
Securities Section
King's Cross House
200 Pentonville Road
London N1 9HL

Presentor's Reference
and/or telephone number

60-22-34

01-239 8205/6

Time critical reference

For official use
Mortgage section

REGISTERED

11 DEC 1987

Post room



Short particulars of all the property mortgaged or charged

The property hereinafter described ('the property') and the proceeds of sale thereof together with a floating charge over all moveable plant machinery implements utensils furniture and equipment at any time placed upon or used in or about the property viz:

Land on the West side of Chalfont Street
Salford Greater Manchester
Land and buildings on the West side of
Trafford Road and South side of Aubrey Street
Salford Greater Manchester
Former site of 1-21 (odd) 126-136 (even) and
land on the North side of Hulton Street and
126-136 (even) Trafford Road Salford Greater
Manchester
Former site of 2-16 (even) Chalfont Street
and land on the West side of Chalfont Street
Salford Greater Manchester
Land lying to the West of Trafford Road
Salford Greater Manchester
Registered at H M Land Registry under title
numbers GM 20096, GM 331419, GM 331420,
GM 331421, GM 425385

Please do not
write in this
binding margin

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

Particulars as to commission, allowance or discount

Nil

per pro
National Westminster Bank PLC
King's Cross House
200 Pentonville Road, London-N1 9HL

Please see notes below.

Signed _____
On behalf of mortgagee _____

Date _____

Authorised _____

11 DEC 1982

Notes

- (a) A description of the instrument, eg 'Trust Deed', 'Mortgage', 'Debenture', etc, as the case may be, should be given.
(b) The rate of interest payable under the terms of the Debentures should not be entered.



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

I hereby certify that a mortgage or charge dated the 30th November 1987
and created by TLS RANGE SELF DRIVE LIMITED

for securing all moneys now due, or hereafter to become due, or from time
to time accruing due from the company to National Westminster Bank PLC

on any account whatsoever

was registered pursuant to Chapter I Part XII of the Companies Act
1985, on the 11th December 1987

Given under my hand at the Companies Registration Office,
Cardiff the 17 DEC 1987

No. 2131552

Certificate and instrument received by

.....*etc*.....

.....*17/12*.....

Date

E Church

E. CHURCH

an authorised officer

C.69a



Particulars of a charge

395

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write in
this margin

Pursuant to section 395 of the Companies Act 1985

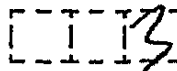
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Please complete
legibly, preferably
in black type, or
bold block lettering

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

For official use

Company number



02131552

Name of company

* TLS RANGE p.l.c. ✓

* Insert full name
of company

Date of creation of the charge

28 February 1994 ✓

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

Deed of charge. ✓

Amount secured by the charge

All monies due or to become due from the Company to CA
Industrial Finance Limited under the terms of the charge.

69
A
E... The Co
T... The Charge

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

CA Industrial Finance Limited ✓
Epic House, 28-32 Cadogan Street

Glasgow

Postcode G2 6QN

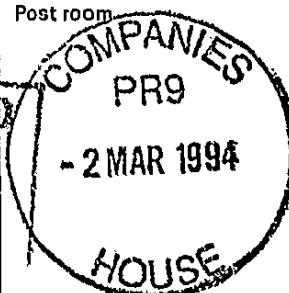
Presentor's name address and
reference (if any):

G L Moon Esq
Epic House
28-32 Cadogan Street
Glasgow
G2 6QN

For official Use
Mortgage Section

Post room

REGISTERED
- 2 MAR 1994



Time critical reference

Short particulars of all the property charged

All present and future contracts of lease or hire made by the Company in relation to all or any goods which are in the process of becoming acquired by the Company from the Owner.

Please do not write in this margin

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

Particulars as to commission allowance or discount (note 3)

Not applicable.

Signed

Gerald L Moon
G.L. Moon, Company Secretary

Date 28 February 1994

On behalf of ~~company~~ [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.
- 5 The address of the Registrar of Companies is:-
Companies House, Cardiff CF4 3UZ

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02131552

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEED OF CHARGE DATED THE 28th FEBRUARY 1994 AND CREATED BY TLS RANGE PLC FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO CA INDUSTRIAL FINANCE LIMITED UNDER THE TERMS OF THE CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 2nd MARCH 1994.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 7th MARCH 1994.

P. Jones
P. JONES

for the Registrar of Companies



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

HC026B

Post
7/3/94
for



COMPANIES FORM NO. 395

Particulars of a mortgage or charge

395

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write in
this margin

Pursuant to section 395 of the Companies Act 1985

Please complete
legibly, preferably
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bold block lettering

To the Registrar of Companies

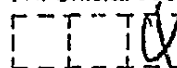
For official use

Company number

Name of company

2131552

m25ac.



* T L S RANGE PLC

* Insert full name
of company

Date of creation of the charge

11th

day of

May

1994

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

Legal Charge

Amount secured by the mortgage or charge

All the Company's liabilities to The Royal Bank of Scotland plc (the 'Bank') of any kind (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

The Royal Bank of Scotland plc

36 St Andrew Square

Edinburgh

Postcode

EH2 2YB

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

Cooper Sons, Hartley & Williams
Woolwich House
61 Mosley Street
Manchester M2 3HZ
(Ref: SIM/T141M-3)

For official Use
Mortgage Section

Post room

REGISTERED

19 MAY 1994



Time critical reference

Short particulars of all the property mortgaged or charged

1 By way of legal mortgage:-

1.1 Land and buildings on the south west side of Victory Road, Blackpool registered at H M Land Registry under Title No. LA411266.

1.2 Land and buildings on the north east side of Corton Street, Blackpool registered at H M Land Registry under Title No. LA696245.

1.3 Land and buildings known as 102 Corton Street, Blackpool described in a transfer dated 16 November 1993 made between Avesco Self Drive Ltd (In Liquidation) (1) the Company (2)

2 By way of fixed charge:-

2.1 The benefit of all covenants and rights affecting or concerning the property described above.

2.2 The plant, machinery and fixtures and fittings, furniture, equipment, implements and utensils of the Company now and in the future at the property described above.

2.3 The present or future goodwill of any business carried on at the property described above by or on behalf of the Company.

Note:- The Legal Charge contains covenants by the Company with the Bank not without the Bank's prior written consent to create or permit to arise any mortgage, charge or lien on the charged property, nor to dispose of the charged property.

Please do not write in the margin

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

Particulars as to commission allowance or discount (note 3)

N/A

Signed

Date

11 May 1994

Directed

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.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02131552

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 11th MAY 1994 AND CREATED BY TLS RANGE PLC FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE ROYAL BANK OF SCOTLAND plc ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 19th MAY 1994.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 24th MAY 1994.

M. IKRAM DAR.

for the Registrar of Companies



COMPANIES HOUSE

HC00202

POST
24.5.94

M

COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

Please do not
write in
this margin

Pursuant to section 395 of the Companies Act 1985

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

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

For official use

Company number

2131552

2131552

Name of company

* TLS Range plc ("the Company")

* insert full name
of company

Date of creation of the charge

22 June 1994

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

A first fixed charge dated 22 June 1994 made between the Company (1)
and Mercedes-Benz Finance Limited ("MBF") (2)

Amount secured by the mortgage or charge

All moneys payable under the hire purchase agreements or lease
agreements entered into at any time between MBF and the Company

06

T... The two purchase
agreements or lease
Agreements entered
into between the
Co. + Charge.

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

Mercedes-Benz Finance Limited of Marlborough Court

Sunrise Parkway Linford Wood Milton Keynes

Postcode

MK14 6YR

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

KIMBELL & Co.
352 SILBURY COURT
SILBURY BOULEVARD
MILTON KEYNES
MK9 2HJ

For official Use
Mortgage Section

REGISTERED

25 JUN 1994

Post room



ACUDJ2EE

A081 RECEIPT DATE: 25/06/94

Time critical reference
DAY/AD/MSE 20

Short particulars of all the property mortgaged or charged

1. By first fixed the following items of property ("the Property"):

(i) all sub-lease agreements ("the Sub-lease Agreements") entered into at any time by the Company with customers of the Company relating to goods now or hereafter owned by the Company but let by MBF to the Company under hire purchase agreements or lease agreements (collectively "the Credit Agreements") entered into at any time between MBF and the Company;

(ii) the full benefit and advantage of the moneys payable under the Sub-lease Agreements;

Cont.

Please do not write in this margin

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

Particulars as to commission allowance or discount (note 3)

Signed

H. New

Date

22.6.94

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.
- 5 The address of the Registrar of Companies is:-
Companies House, Crown Way, Cardiff CF4 3UZ

- (iii) the benefit of all guarantees and indemnities taken by the Company in connection with the Sub-lease Agreements; and
 - (iv) the benefit of all insurance effected by the Company or by the customer(s) of the Company pursuant to the terms of the Sub-lease Agreements in respect of the goods comprised therein.
2. The Company shall not without the prior consent in writing of MBF create or permit to come into being any assignment, mortgage, charge or lien in respect of the Property or to sell the Property.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02131552

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A FIRST FIXED CHARGE DATED THE 22nd JUNE 1994 AND CREATED BY TLS RANGE PLC FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO MERCEDES-BENZ FINANCE LIMITED UNDER THE TERMS OF THE HIRE PURCHASE AGREEMENTS OR LEASE AGREEMENTS ENTERED INTO WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 25th JUNE 1994.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 29th JUNE 1994.

Jones
Y. JONES

for the Registrar of Companies



COMPANIES HOUSE

HC0285

Post
29.6
UK.



Particulars of a mortgage or charge

Please do not
write in
this margin

Pursuant to section 395 of the Companies Act 1985

RN

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

To the Registrar of Companies

For official use Company number



2131552

Name of company

* TLS RANGE PLC

*Insert full name
of company

Date of creation of the charge

14TH NOVEMBER 1994

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

MORTGAGE DEBENTURE CREATING FIXED AND FLOATING CHARGE

Amount secured by the mortgage or charge

All monies debts and other liabilities howsoever arising or occurring and whether certain or contingent which now are or at any time hereafter may be due owing or incurred by the Company to the Mortgagee or for which the Company may be or become liable to the Mortgagee (whether alone or jointly with any other person and whether as principal or surety) together also with interest thereon or charges thereon.

G/a

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

UNITED DOMINIONS TRUST LIMITED

116 Cockfosters Road

Barnet, Herts

Postcode

EN4 0DY

Presentor's name, address and
reference (if any):
Legal Department
United Dominions Trust Ltd
116 Cockfosters Road
Barnet, Herts
EN4 0DY

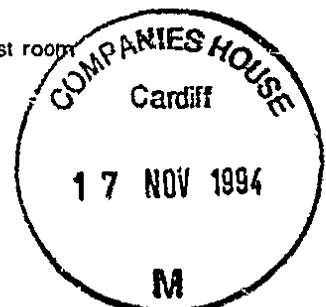
Ref: MS/GMI/Legal

Time critical reference

For official use
Mortgage section

17 NOV 1994

Post room



Short particulars of all the property mortgaged or charged

1. By way of specific charge the interest from time to time of the company in all motor vehicles which are now or hereafter become the subject matter of a hiring agreement or a hire purchase agreement from UDI to the Company ("the Vehicles") together with the benefit of:
 - (i) all contracts for the sub-hire or sub-hire purchase of the Vehicles now or hereafter entered into between the Company and its customer ("the Contracts")
 - (ii) all securities guarantees and indemnities enjoyed by the Company in respect of any of the Contracts
 - (iii) all proceeds of sale, insurance claims replacements and debts now or hereafter becoming due to the Company in relation to any of the Vehicles or the Contracts.
2. By way of floating security all the interest of the Company in the motor vehicles and equipment listed above and the proceeds of sale insurance claims and debts in relation to any of the said motor vehicles and equipment insofar as any provision of the specific charge hereinbefore created shall not be fully effective.

Please do not
write in
this margin

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

The Company shall not without the prior written consent of the chargee create or permit to be created any mortgage or charge or any other encumbrance on any of the property hereby charged in priority to or pari passu with this security.

Particulars as to commission allowance or discount (note 3)

Signed John W Stewart - Secretary Date 14th November 1994

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. 02131552

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A MORTGAGE DEBENTURE DATED THE 14th NOVEMBER 1994 AND CREATED BY TLS RANGE PLC FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO UNITED DOMINIONS TRUST LIMITED ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 17th NOVEMBER 1994.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 18th NOVEMBER 1994.

R. M. GROVES

for the Registrar of Companies



COMPANIES HOUSE

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