



Particulars of a mortgage or charge

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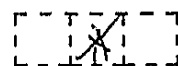
Pursuant to section 395 of the Companies Act 1985

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

To the Registrar of Companies

For official use Company number

Name of company



2229894

*Insert full name
of company

*CHAMBERS TRAVEL LIMITED

Date of creation of the charge

14 JUNE 1989

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

DEBENTURE

Amount secured by the mortgage or charge

All monies now due or hereafter to become due from the Company to Hill Samuel Bank Limited on any account whatsoever and all other obligations and liabilities to the Bank matured and unmatured to which the Company is now or shall for the time being be subject whether alone or jointly with any other Company or person and in whatever name style or firm and whether as principal or surety.

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

HILL SAMUEL BANK LTD.
19, ST. JAMES'S SQUARE
SW1Y 4JQ

Postcode

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

HILL SAMUEL BANK LTD.
19, ST. JAMES'S SQUARE
SW1Y 4JQ

SJS/NRH

01628 8011
X3070

Time critical reference

For official use
Mortgage section

Post room

REGISTERED

16 JUN 1989

COMPANIES HOUSE
16 JUN 1989

M

20

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

The undertaking and all the property to which the Company is now or shall at any time hereafter become entitled including its goodwill and uncalled capital for the time being. The charge thereby created shall be by way of fixed charge over all present and future freehold leasehold and heritable property of the Company wheresoever situate together with all buildings trade and other fixtures and fixed plant and machinery and over all the goodwill and uncalled capital for the time being of the Company. The charge thereby created shall also be by way of first fixed charge over all the book debts and other debts now and from time to time due or owing to the Company. The charge thereby created shall also be by way of first floating charge over all the undertaking property and assets of the Company, both present and future, so that the Company shall not be at liberty to create any mortgage or charge on the aforesaid ranking in priority or *pari passu*.

Particulars as to commission allowance or discount (note 3)

NIL

per pro HILL SAMUEL BANK LTD.
19, ST. JAMES'S SQUARE
SW1Y 4JQ

Signed

Date 14 June 1989

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.

Page 2



The Solicitors' Law Stationery Society plc, Oyez House, 27 Crimscoth Street, London SE1 5TS

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Companies M395

FILE COPY



**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 14th JUNE 1989
and created by CHAMBERS TRAVEL LIMITED

for securing all moneys now due, or hereafter to become due, or from time
to time accruing due from the company to HILL SAMUEL BANK LIMITED

on any account whatsoever

was registered pursuant to Chapter I Part XII of the Companies Act
1985, on the 16th JUNE 1989

Given under my hand at the Companies Registration Office,
Cardiff the 27th JUNE 1989

No. 2229894

P. T. Davies

P. T. DAVIES

an authorised officer

C.69a



Particulars of a mortgage or charge

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write in
this margin

Pursuant to section 395 of the Companies Act 1985

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LW

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

*Insert full name
of company

To the Registrar of Companies

For official use Company number

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2229894

Name of company

* Chambers Travel Limited

Date of creation of the charge

18 April 1991

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

Memorandum of Deposit over Cash Deposit

Amount secured by the mortgage or charge

All monies due or to become due from the company
to the chargee (on any account whatsoever)

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

Hill Samuel Bank Limited

100 Wood Street

London

Postcode

EC2P 2AJ

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

SJS Ltd Chambers
Hill Samuel Bank Limited
19 St James's Square,
London, SW1Y 4JQ.

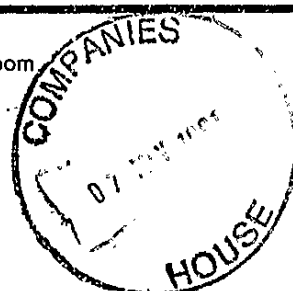
Time critical reference

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Mortgage section

Post room

REGISTERED

- 7 MAY 1991



Please do not
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this margin

The sum of six thousand two hundred & fifty sterling
pounds (£250) held in an account in the name of Hill
Samuel Bank Limited re Chambers Travel by TSB Bank
Plc Regent Street Sort Code 779166 Account No 90957060

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

Particulars as to commission allowance or discount (note 3)

NIL

Signed

per pro HILL SAMUEL BANK LTD Date 30/4/91

On behalf of [company] [mortgagee/chargee] 12, ST. JAMES'S SQUARE
SW1Y 4JL

*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.
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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

I hereby certify that a mortgage or charge dated the 18th APRIL 1991
and created by CHAMBERS TRAVEL LIMITED

for securing all moneys due or to become due from the Company to HILL,
SAMUEL BANK LIMITED

was registered pursuant to Chapter I Part XII of the Companies Act
1985, on the 7th MAY 1991

Given under my hand at the Companies Registration Office,
Cardiff the 10th MAY 1991

No. 2229894

A handwritten signature in dark ink, appearing to read 'J. P. Duggan'.

J. P. DUGGAN,
an authorised officer

C.69

M

395

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

Please do not write in this margin

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

*Insert full name of company

To the Registrar of Companies

For official use Company number

Name of company

* CHAMBERS TRAVEL LIMITED

2229894

Date of creation of the charge

11th October 1993

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

TRANSFER DEED incorporating fresh charges in the same terms as those in the documents listed on the attached Schedule "A"

Amount secured by the mortgage or charge

21/10
ALL monies, obligations and liabilities due, owing or incurred to TSB Bank plc (whether as original lender or creditor, as a party by transfer to any contract between the Company and any other person, as assignee of any other person or otherwise howsoever) from time to time by the Company (whether actually or contingently and whether solely or jointly with any other person, firm or corporation and whether as principal or surety or otherwise howsoever) together with all interest, discount, commission or other lawful charges due from the Company to the Bank

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

TSB Bank plc ("the Bank")

Victoria House, Victoria Square

Birmingham

Postcode

B1 1BZ

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

Edge & Ellison
Rutland House
148 Edmund Street
Birmingham B3 2JR

Ref: CPD.ICR.HSTSB

Time critical reference

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Mortgage section

Post room



Short particulars of all the property mortgaged or charged

Please do not
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this margin

1. FIXED CHARGES upon:-

- (A) All the property and/or assets of the Company listed on the attached Schedule "B"
- (B) All present and future freehold and leasehold property of the Company and any interest of the Company in any such property together with all buildings, fixtures and fixed plant and machinery from time to time thereon
- (C) All the Company's present and future goodwill and uncalled capital
- (D) All the Company's interest in all policies of insurance and assurance, all stocks, shares and other profit sharing interest held from time to time by the Company, all the Company's intellectual property, licences and "know-how" from time to time and all book and other debts due or owing to the Company

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

2. FLOATING CHARGES upon all the undertaking and assets of the Company whatsoever and wheresoever both present and future

Particulars as to commission allowance or discount (note 3)

NONE

Signed Edge & Ellison

Date 20th October 1993

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.
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 - (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.
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Page 2

Name of Company: CHAMBERS TRAVEL LIMITED
Company Number: 2229894

SCHEDULE "A"

1. Debenture dated 14th June 1989 between the Company (1) and Hill Samuel Bank Limited (2)
2. Memorandum of Deposit over Cash Deposit dated 18th April 1991 between the Company (1) and Hill Samuel Bank Limited (2) relating to (a) below

SCHEDULE "B"

- (a) Cash Deposit held in a separate account at the Bank

Edge & Ellison

S O L I C I T O R S

BY HAND

Rutland House, 148 Edmund Street, Birmingham B3 2JR
Telephone: 021-200 2001 Telex: 336370 Fax: 021-200 1991 MDX No. 13076

20th October 1993

Your Ref:

Our Ref:

CPD.ICR
.CHAMBERS

The Registrar of Companies
Companies House
Central Library
Chamberlain Square
Birmingham

Dear Sir

Chambers Travel Limited - Company No 2229894

We enclose Transfer Deed dated 11th October 1993 in favour of TSB Bank plc with duly completed Forms 395 for registration. Please note that the format of this Form has been approved by the Mortgage Section, Companies House, Cardiff (Reference: Frank Joseph).

Please acknowledge safe receipt by signing and returning the enclosed copy of this letter.

Yours faithfully

Edge & Ellison

Encs



A list of partners' names is open to inspection at the above address

Also at 18-19 Southampton Place, London WC1A 2AJ. Telephone: 071-404 4701 Fax: 071-831 9152
149 Avenue Emile Max, 1040 Brussels, Belgium. Telephone: 010 32 2736 59 90 & 010 32 2734 93 08 Fax: 010 32 2736 6709
and Regent Court, Regent Street, Leicester LE1 7BR. Telephone: 0533 470123 Fax: 0533 470030

Edge & Ellison is authorised by the Law Society to conduct Investment Business



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 11th OCTOBER 1993
and created by CHAMBERS TRAVEL LIMITED

for securing all moneys now due, or hereafter to become due, or from time
to time accruing due from the company and/or all or any of the other
companies named therein to TSB BANK PLC

on any account whatsoever

was registered pursuant to Chapter I Part XII of the Companies Act
1985, on the 20th OCTOBER 1993

Given under my hand at the Companies Registration Office,
Cardiff the 25th OCTOBER 1993

No. 2229894

A handwritten signature in dark ink, appearing to read 'P. Davies'.

PHIL DAVIES

an authorised officer

C.69a(Y3)