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*insert full name
of company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

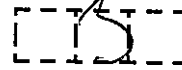
395

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number



2255384

Name of company

* HTG (1996) Limited

Date of creation of the charge

7th January 1997

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

Guarantee and Debenture (the "Debenture") dated 7th January 1997 made between the Companies listed in Part II of the attached Schedule (the "Companies") and Barclays Bank PLC (as Security Trustee for and on behalf of the Banks) and its assignees and transferees.

Amount secured by the mortgage or charge

See Part IV of the attached Schedule.

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

Barclays Bank PLC, Chatsworth House, 66/70 St Mary Axe, London EC3A 8BD
(as Security Trustee for and on behalf of the Banks).

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

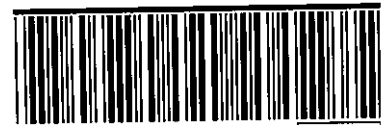
Lovell White Durrant
65 Holborn Viaduct
London
EC1A 2DY

A1/AKB/NPF/1BB.35693 83027

Time critical reference

For official use
Mortgage Section

Post room



KLO *K7HDWSDM* 1846
COMPANIES HOUSE 15/01/97

Short particulars of all the property mortgaged or charged

As specified in Parts V and VI of the attached Schedule.

NB. The attached Schedule includes covenants by and restrictions on the Companies which protect and further define the charges and which must be read as part of the charges created.

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Particulars as to commission allowance or discount (note 3)

NIL

Signed

David White Jnr

Date

10th January 1997

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

† 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.

FILE COPY



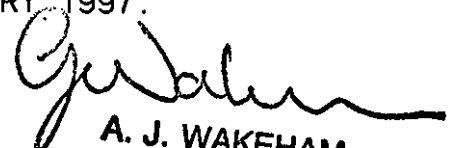
CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02255384

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A GUARANTEE AND DEBENTURE DATED THE 7th JANUARY 1997 AND CREATED BY HTG (1996) LTD FOR SECURING ALL MONIES AND LIABILITIES DUE OWING OR INCURRED IN ANY MANNER BY EACH CHARGING COMPANY TO BARCLAYS BANK PLC (AS SECURITY TRUSTEE FOR AND ON BEHALF OF THE BANKS) IN ACCORDANCE WITH ANY APPLICABLE FACILITIES AGREEMENT WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 15th JANUARY 1997.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 17th JANUARY 1997.


A. J. WAKEHAM

for the Registrar of Companies

Post
RM
17/1



COMPANIES HOUSE

HC026B