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legibly, preferably
in black type, or
bold block lettering

COMPANIES FORM No. 395 Particulars of a charge

395

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies

For official use Company number

Name of company

ACCIDENT & CREDIT

Limited

Date of creation of the charge

27th May 1992

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

DESENTURE

Amount secured by the mortgage or charge

All monies now due or hereafter to become due or from time to time accruing due from the Company to the Bank upon any account and in any manner whatsoever.

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

BARCLAYS BANK PLC
54 LOMBARD STREET
LONDON EC3P 3AH

Short particulars of all the property mortgaged or charged

SEE OVERLEAF

Presentor's name, address and
reference (if any): 20-32-93

COMPANY AND CREDIT
INFORMATION SERVICES
BARCLAYS BANK PLC
P.O. BOX 120
LONGWOOD CLOSE
COVENTRY CV4 8JN

Time critical reference

For official use
Mortgage section

REGISTERED
08 JUN 1992

Post room



Short particulars of all the property mortgaged or charged (continued)

- (a) by way of legal mortgage all the freehold and leasehold property of the Company the title to which is registered at H.M. Land Registry together with all buildings fixtures (including trade fixtures) and fixed plant and machinery from time to time thereon;
- (b) by way of legal mortgage all other freehold and leasehold property of the Company now vested in it (whether or not registered at H.M. Land Registry) together with all buildings fixtures (including trade fixtures) and fixed plant and machinery from time to time thereon;
- (c) by way of first fixed charge all future freehold and leasehold property of the Company together with all buildings fixtures (including trade fixtures) and fixed plant and machinery from time to time thereon and all the goodwill and uncalled capital for the time being of the Company;
- (d) by way of first fixed charge all book debts and other debts now and from time to time due or owing to the Company (during the continuance of this security the Company shall pay into the Company's account with the Bank all moneys which it may receive in respect of the book debts and other debts hereby charged and shall not without the prior consent of the Bank in writing purport to charge or assign the same in favour of any other person and shall if called upon to do so by the Bank execute a legal assignment of such book debts and other debts to the Bank);
- (e) by way of a first floating charge all other the undertaking and assets of the Company whatsoever and wheresoever both present and future but so that the Company is not to be at liberty to create any mortgage or charge upon and so that no lien shall in any case or in any manner arise on or affect any part of the said premises either in priority to or *pari passu* with the charge hereby created and further that the Company shall have no power without the consent of the Bank to part with or dispose of any part of such premises except by way of sale in the ordinary course of its business.

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Particulars as to commission, allowance or discount

FOR BARCLAYS BANK PLC

Signed

Date

= 4 JUN 1992

Designation of position in relation to the company: MANAGER
COMPANY AND CREDIT INFORMATION SERVICES

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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 27th MAY 1992
and created by ACCIDENT & CREDIT LIMITED

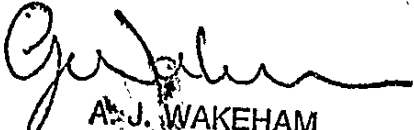
for securing all moneys now due, or hereafter to become due, or from time
to time accruing due from the company to BARCLAYS BANK PLC

on any account whatsoever

was registered pursuant to Chapter I Part XII of the Companies Act
1985, on the 8th JUNE 1992

Given under my hand at the Companies Registration Office,
Cardiff the 12th JUNE 1992

No. 2292251


A. J. WAKEHAM

an authorised officer

C.69a



COMPANIES FORM No. 395

Particulars of a mortgage or charge

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Pursuant to section 395 of the Companies Act 1985

Please complete
legibly, preferably
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bold block
lettering

*Insert full name
of company

To the Registrar of Companies

For official use Company number

Name of company

* ACCIDENT AND CREDIT LIMITED

2292251

Date of creation of the charge

22 DECEMBER 1993

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

GUARANTEE AND DEBENTURE

Amount secured by the mortgage or charge

ALL MONIES OWING BY THE COMPANY TO BARCLAYS BANK PLC

16/12
YH
acc for
Accident & Credit (property) Limited.

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

BARCLAYS BANK PLC, 4 CHURCH STREET, WOODBRIDGE, SUFFOLK

Postcode IP12 1DJ

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

MESSRS MARGARY & MILLER
5 CRESCENT ROAD
FELIXSTOWE
SUFFOLK IP11 7BY
(REF. CAS)

Time critical reference

For official use
mortgage section

REGISTERED

30 DEC 1993

Post room

COMPANIES
PR22

30 DEC 1993

HOUSE

Short particulars of all the property mortgaged or charged

ALL FREEHOLD AND LEASEHOLD PROPERTY OF THE COMPANY, INCLUDING BUILDING FIXTURES, ETC. GOODWILL, UNCALLED CAPITAL, BOOK DEBTS AND OTHER DEBTS AND ALL OTHER THE UNDERTAKING AND ASSETS OF THE COMPANY.

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

Particulars as to commission allowance or discount (note 3)

NILL

Signed

Date 24th December 1993

C.A. STODART, PARTNER, MARGARY & MILLER, SOLICITORS

On behalf of [company] [mortgagor/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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Companies M395

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**CERTIFICATE OF THE REGISTRATION
OF A MORTGAGE OR CHARGE**

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

COMPANY No. 02292251

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A GUARANTEE AND DEBENTURE DATED THE 22nd DECEMBER 1993 AND CREATED BY ACCIDENT & CREDIT LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY AND/OR ACCIDENT & CREDIT (PROPERTY) LIMITED TO BARCLAYS BANK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 30th DECEMBER 1993.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 11th JANUARY 1994.

A handwritten signature in cursive script, reading 'P. Davies'.

PHIL DAVIES

for the Registrar of Companies



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

HC026B