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COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

Please do not
write in
this margin

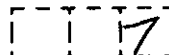
Pursuant to section 395 of the Companies Act 1985

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



2319160

Name of company

* Country Casuals Holdings plc

Date of creation of the mortgage

4 June 1997

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

Legal Mortgage dated

4 June 1997

Amount secured by the mortgage or charge

All money and liabilities whatever, whenever and howsoever incurred by the Company whether now or in the future.

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

Midland Bank plc, whose registered office is at Poultry, in the City of London.

Postcode

EC2P 2BX

Presentor's name address and
reference (if any):Stones Porter, Sol
26 Farringdon Street
London.

For official Use

Mortgage Section

Post room

A20 *AST47WBD* 29
COMPANIES HOUSE 06/06/97

Time critical reference

Short particulars of all the property mortgaged or charged

The property at Freehold property known as 14-18 Buckingham Street
Birmingham (Freehold)

with the benefit of all rights, licences, guarantees, rent deposits contracts, deeds, undertakings and warranties relating to the property;

any shares or membership rights in any management company for the Property;

any goodwill of any business from time to time carried on at the Property;

any rental and other money payable under any lease, licence or other interest created in respect of the Property; and

all other payments whatever in respect of the Property.

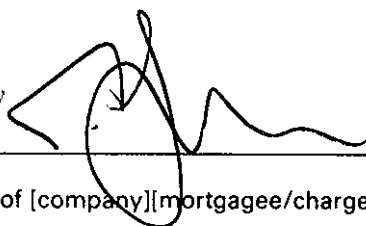
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bold block lettering

Particulars as to commission allowance or discount (note 3)

NIL

Signed



Date

14 June 97

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

† delete as
appropriate

Notes

- 1 The original instrument (if any) creating or evidencing the mortgage, 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 mortgage (section 395). If the property is situated and the mortgage 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 mortgage will be accepted where the property mortgage is situated and the mortgage 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", "Legal 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. 02319160

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL MORTGAGE DATED THE 4th JUNE 1997 AND CREATED BY COUNTRY CASUALS HOLDINGS PLC FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO MIDLAND BANK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 6th JUNE 1997.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 10th JUNE 1997.

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

A. P. GODDARD

for the Registrar of Companies

10/6
POST
[initials]



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