

M

COMPANIES FORM No. 395

395

Particulars of a mortgage or charge

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

To the Registrar of Companies

For official use

Company number

Name of company

		2
--	--	---

2334894

* TRISTRAM ENGINEERING SERVICES LIMITED

* insert full name
of company

Date of creation of the charge

20th DECEMBER 1995

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

Mortgage Debenture

Amount secured by the charge

All moneys and liabilities for the time being due owing or incurred to the Bank by the Company in whatever manner and upon whatever account

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

	TSB Bank plc	
	PO Box 6000	
	Victoria House	
	Victoria Square	
	Birmingham	
	B1 1BZ	
		Postcode

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

TSB BANK Plc
DX 13192 BIRMINGHAM 1

For official Use
Mortgage Section

Post room



Time critical reference

Short particulars of all the property 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 of the Company the title to which has been registered at H.M. Land Registry.

(2) 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.

(3) by way of specific equitable charge all future freehold and leasehold property belonging to the Company during the continuance of the Mortgage Debenture.

(4) by way of specific charge all stocks, shares and/or other securities now and at any time during the continuance of the Mortgage Debenture belonging to the Company in any of its subsidiary companies.

(5) by way of specific charge all book and other debts now and from time to time due or owing to the Company so that all moneys which it may receive in respect thereof are to be paid into the Company's account with the Bank.

(6) by way of specific charge all the Company's fixed plant and machinery.

(7) by way of floating charge its undertaking and all its assets and rights (other than those charged under paragraphs (1) - (6) of this Clause) whatsoever and wheresoever present and future.

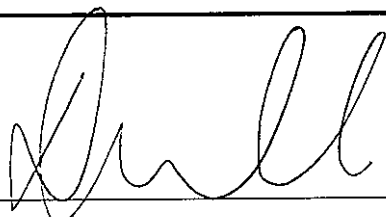
(8) by way of assignment its goodwill subject to redemption on discharge of the liabilities.

but so that the Company shall not except with the prior written consent of the Bank (a) create or permit to subsist any mortgage charge lien pledge or other security over the assets or any of them ranking in priority to or *pari passu* with the charge hereby created or (b) dispose of any of the assets (except in the ordinary course of the Company's business) or (c) sell factor discount assign or deal with its book or other debts (i) with any person other than the debtor (ii) with the debtor except for the purposes of realising the debt.

Particulars as to commission allowance or discount (note 3)

NIL

Signed



Date 4/1/96

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.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02334894

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A MORTGAGE DEBENTURE DATED THE 20th DECEMBER 1995 AND CREATED BY TRISTRAM ENGINEERING SERVICES LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO TSB BANK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 5th JANUARY 1996.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 9th JANUARY 1996.

Jennifer V Tonks
JENNIFER V TONKS

for the Registrar of Companies



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

HC026B

DX
9.1.96
WL.