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COMPANIES FORM No. 395

# 395

## Particulars of a mortgage or charge

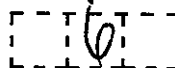
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Pursuant to section 395 of the Companies Act 1985

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

To the Registrar of Companies

For official use Company number



2354253

Name of company

\* BAINBRIDGE INTERNATIONAL LIMITED

\*Insert full name  
of company

Date of creation of the charge

May the 21st 1999

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

DEBENTURE

Amount secured by the mortgage or charge

All the Company's obligations and liabilities to the Bank of any kind and in any currency (whether present or future, actual or contingent and whether as principal or surety or incurred alone or jointly with another) including (without limitation) in respect of Interest, fees banking charges, commission and Expenses.

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

BANQUE DU GOTHARD (MONACO), BELLE EPOQUE, 15BIS/17 AV. OSTENDE

MC98000 MONTE CARLO, MONACO

Postcode MC 98000

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

Chantrey Vellacott DFK  
Russell Square House  
10-12 Russell Square  
London WC1B 5LF  
DX299 LONDON/CHANCERY LANE

For official use  
Mortgage section

Post room



KLO \*KKJZRG0H\* 227  
COMPANIES HOUSE 27/05/99

Time critical reference

Short particulars of all the property mortgaged or charged

Freehold property  
Insurance interests  
Goodwill and Uncalled Capital  
Shares and Securities  
Book and other debts and negotiable instruments  
All other property and assets

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write in  
this margin

Please complete  
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bold block  
lettering

01,

Particulars as to commission allowance or discount (note 3)

**BANQUE DU GOTHARD MONACO**  
La Belle Epoque  
15 Bis, 17 Av. d'Ostende - B.P.347  
MC 98000 MONACO  
0 93 10 66 66

Signed

Date

May 21<sup>ST</sup> 1994

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.

FILE COPY



## CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02354253

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 21st MAY 1999 AND CREATED BY BAINBRIDGE INTERNATIONAL LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO BANQUE DU GOTHARD (MONACO) ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 27th MAY 1999.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 2nd JUNE 1999.



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



COMPANIES HOUSE