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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

To the Registrar of Companies

For official use

Company number

[7]

2429682

Name of company

* CLAREMONT GARMENTS LIMITED

* insert full name
of company

Date of creation of the charge

13th June 1997

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

DEBENTURE

Amount secured by the mortgage or charge

All moneys and liabilities which shall for the time being be due owing or incurred to Barclays Bank plc ("the Bank") (for itself as agent and trustee for N M Rothschild & Sons Ltd and The Governor and Company of the Bank of Scotland) by the Company whether actually or contingently and whether solely or jointly with any other person and whether as principal or surety and including interest discount commission or other lawful charges and expenses which the Bank, N M Rothschild & Sons Ltd or The Governor and Company of the Bank of Scotland may in the course of its business charge in respect of any of the matters aforesaid or for keeping the Company's account and so that interest shall be computed and compounded according to the usual mode of the Bank, N M Rothschild & Sons Ltd or The Governor and Company of the Bank of Scotland as well after as before any demand made or judgment obtained hereunder.

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

Barclays Bank plc, 71 Grey Street

Newcastle upon Tyne

Postcode

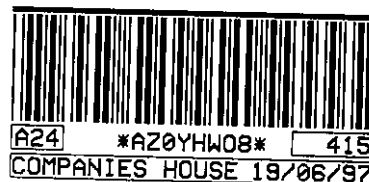
NE99 1JP

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

Ward Hadaway
Sandgate House
102 Quayside
NEWCASTLE UPON TYNE
NE1 3DX

For official Use
Mortgage Section

Post room



Time critical reference

Short particulars of all the property mortgaged or charged

See Schedule annexed.

Please do not
write in
this margin

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

Particulars as to commission allowance or discount (note 3)

Signed

Wend Hedaway

Date

17. 6. 1997

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.

SCHEDULE

Short particulars of all the property mortgaged or charged

- (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 and which is described in the Schedule hereto 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.
- (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.

Any debentures mortgages or charges hereafter created by the Company (otherwise than in favour of the Bank) shall be expressed to be subject to this Debenture.

Wand Hanks
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17-6-1947

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02429682

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 13th JUNE 1997 AND CREATED BY CLAREMONT GARMENTS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO BARCLAYS BANK PLC (FOR ITSELF AND AS AGENT AND TRUSTEE FOR NM ROTHSCHILD & SONS LIMITED AND THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND) ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 19th JUNE 1997.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 23rd JUNE 1997.

M. Cornelius

M. CORNELIUS

for the Registrar of Companies



COMPANIES HOUSE

HC026B

Root
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23/6