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COMPANIES FORM No. 395

033196/10

Particulars of a mortgage or charge

395

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge.

Pursuant to section 395 of the Companies Act 1985

~~the~~ 033196/10

To the Registrar of Companies
(Address overleaf - Note 6)

For official use

Company number

[] [] [] [] [] []

2449244

Name of company

* Matchtake Limited

Date of creation of the charge

27 March 2003

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

Debenture dated 27th March 2003 and made between (1) Matchtake Limited ("Borrower") and (2) National Museums and Galleries of Wales ("the Lender")

Amount secured by the mortgage or charge

All monies, obligations and liabilities whether principal, interest or otherwise which may now or at any time in the future be due or owing or incurred by the Borrower to the Lender (whether actual or contingent and whether incurred alone or jointly with another as principal, guarantor, surety or otherwise and in whatever name or style) together with interest, charges and other expenses.

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

National Museums and Galleries of Wales
Cathays Park
Park Place
Cardiff

Postcode

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

Morgan Cole
Bradley Court
Park Place
Cardiff CF10 3DP

HCO.NAT232191.65

Time critical reference

For official Use
Mortgage Section

*Non
Part*

PMO *PG4AM005* 1157
COMPANIES HOUSE 05-04-03

A20 *A678QK8D* 0518
COMPANIES HOUSE 19/04/03
A23 *AUMCYJUE* 0878
COMPANIES HOUSE 05/04/03

Short particulars of all the property mortgaged or charged

FIRSTLY, by way of fixed charge all the freehold and leasehold property now or in the future belonging to the Borrower together with all buildings, trade and other fixtures, fixed plant and machinery of the Borrower from time to time on such property, and
SECONDLY, by way of floating charge all the undertaking, property and assets of the Borrower whatsoever and wheresoever present and future

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)

NIL

Signed Morgan Cole

Date 3 April 2003

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

A fee of £10 is
payable to
Companies House
in respect of each
register entry for a
mortgage or
charge.
(See Note 5)

† 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.
- 5 Cheques and Postal Orders are to be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is:-

Companies House, Crown Way, Cardiff CF14 3UZ

Please do not
write in this
binding margin

Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)

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

Clause 1.3 of the Debenture provides that if the Borrower shall create or allow to remain in existence any security interest other than the Debenture over any of the assets or disposes of such asset or if and when any person levies or notifies the Borrower that it intends to levy any distress, execution, sequestration or other process against any of the assets or if the Borrower ceases to carry on business or becomes insolvent the charge created by the Debenture over the assets the subject thereof shall automatically without notice be converted into a fixed charge instantly if such event occurs.

The Debenture contains a covenant that the Borrower shall not without the previous written consent of the Lender:

(a) create or allow to remain in existence any mortgage, charge, lien or other security interest on any of its assets other than the Debenture;

(b) dispose of any of the assets Firstly or Secondly described;

(c) grant or accept a surrender of any lease or licence of or part with or share possession or occupation of its freehold or leasehold property or any part of it.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02449244

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 27th MARCH 2003 AND CREATED BY MENTRAU AMGUEDDFEYDD AC ORIELAU CENEDLAETHOL CYMRU / NATIONAL MUSEUMS & GALLERIES OF WALES ENTERPRISES LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY FORMERLY KNOWN AS MATCHTAKE LIMITED TO NATIONAL MUSEUMS AND GALLERIES OF WALES ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 5th APRIL 2003.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 25th APRIL 2003.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

P. R. W.