

M

COMPANIES FORM No. 395

395

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

Please do not write in this margin

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

102411
X I I C

2582323

Name of company

* SHADOWCALL LIMITED

Date of creation of the charge

7 AUGUST 1991

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

RENT DEPOSIT DEED

Amount secured by the mortgage or charge

ALL MONEYS PAYABLE TO THE MORTGAGEE (THE LANDLORD) ARISING BY ANY FAILURE BY THE MORTGAGOR (THE TENANT) TO PAY THE RENT RESERVED BY AND OBSERVE AND PERFORM THE COVENANTS CONTAINED IN A LEASE DATED 29 MARCH 1983 AND MADE BETWEEN HANNICK HOMES AND DEVELOPMENTS LIMITED (1) BRUNNING PROPERTIES LIMITED (2) AND BRUNNING GROUP PLC (3) AND RELATING TO THE GROUND FLOOR OF 4 HIGH STREET, SWINDON, WILTSHIRE OR IN A LICENCE DATED 7 AUGUST 1991 AND MADE BETWEEN HANNICK HOMES AND DEVELOPMENTS LIMITED (1) BRUNNING PROPERTIES LIMITED (1) SHADOWCALL LIMITED (3) AND M L EMERY (4)

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

HANNICK HOMES AND DEVELOPMENTS LIMITED of DAMMAS HOUSE, DAMMAS LANE, SWINDON, WILTSHIRE

Postcode SN1 3EF

22/8
Presentor's name, address and reference (if any):

TOWNSENDS
42 Cricklade Street
Swindon
Wiltshire SN1 3HD

Ref: TJB/EH

For official use

Mortgage section

REGISTERED

20 AUG 1991

Post room

COMPANIES HOUSE

20 AUG 1991

M

74

Short particulars of all the property mortgaged or charged

THE SUM OF £10,000 DEPOSITED IN AN ACCOUNT AT NATIONAL WESTMINSTER
BANK PLC, CORN STREET, BRISTOL

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)

N/A

Signed

Townsend

Date

18th August 1991

*Delete as
appropriate

On behalf of ~~[company]~~ [mortgagee/chargee]*

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.

Page 2



The Solicitors' Law Stationery Society plc, Oyez House, 27 Crimscoot Street, London SE1 5TS

1985 Edition
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5010503

FILE COPY



**CERTIFICATE OF THE REGISTRATION
OF A MORTGAGE OR CHARGE**

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

I hereby certify that a mortgage or charge dated the 7th AUGUST 1991
and created by SHADOWCALL LIMITED

for securing all moneys due or to become due from the Company to HANNICK
HOMES AND DEVELOPMENTS LIMITED under the terms of A LEASE DATED 29TH
MARCH 1983 AND/OR THE DEED.

was registered pursuant to Chapter I Part XII of the Companies Act
1985, on the 20th AUGUST 1991

Given under my hand at the Companies Registration Office,
Cardiff the 27th AUGUST 1991

No. 2582323

A handwritten signature in cursive script, appearing to read 'M. M. Williams'.

M. M. WILLIAMS

an authorised officer

C.69

255
27/8



Please do not
write in
this margin

COMPANIES FORM No. 395

395

Particulars of a mortgage or charge

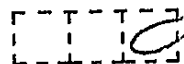
Pursuant to section 395 of the Companies Act 1985

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



2582323

Name of company

*HARTCLIFFE LIMITED

Date of creation of the charge

2 October 1991

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

Collateral Debenture

Amount secured by the mortgage or charge

All moneys and liabilities due owing or incurred by Mediumrent Limited (Company No 2608908) to the Lender under the terms of a Secured Loan Note 1993/1996 of £150,000 issued by the Company to Mediumrent Limited on 2nd October 1991 whether actual or contingent and including interest commission banking and other charges costs and expenses.

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

NatWest Investment Bank Limited

135 Bishopsgate, London ("the Lender")

Postcode

EC2M 3UR

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

111/146/171222
OSBORNE CLARKE,
30 Queen Charlotte Street,
Bristol. BS99 7QQ

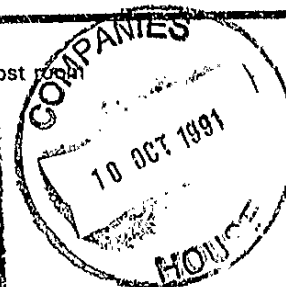
Time critical reference

For official use
Mortgage section

REGISTERED

10OCT1991

Post local



10 OCT 1991

Short particulars of all the property mortgaged or charged

Please do not write in this margin

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

- 1(i) By way of legal mortgage the leasehold property situate at 11-16 Cater Road, Bishopsworth, Bristol held under the terms of a Lease dated 2nd October 1991 and made between Gateway Foodmarkets Limited and the Company and the leasehold property situate at Ground Floor, 4 High Street, Swindon, Wiltshire held under the terms of a Lease dated 29th March 1983 and made between Hannick Homes and Developments Limited (1) Brunning Properties Limited (2) and Brunning Group PLC (3) the benefit of which has been transferred to the Company and by way of fixed charged all other freehold and leasehold property of the Company now or hereafter vested in it in each case together with all buildings fixtures (including trade fixtures) and plant and machinery from time to time thereon.
- (ii) By way of fixed charge all book debts and other debts now and from time to time due or owing to the Company.
- (iii) By way of fixed charged all the goodwill and uncalled capital of the Company.

(continued on page 4 of continuation sheet 1)

Particulars as to commission allowance or discount (note 3)

Signed

Osborne Clarke

Date *3rd October 1991*

*Delete as appropriate

On behalf of ~~[company]~~ [mortgagee/chargee]*

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.

Page 2



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**Particulars of a mortgage or charge
(continued)**

Please do not
write in this
margin

Continuation sheet No. 1
to Forms Nos 395 and 410 (Scot)

Company number

2582323

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

Name of company

HARTCLIFFE

Limited*

*Delete if
inappropriate

Description of the instrument creating or evidencing the mortgage or charge (continued) (note 2)

Amount due or owing on the mortgage or charge (continued)

Please do not
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Please complete
legibly, preferably
in black type, or
bold block lettering

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legibly, preferably
in black type, or
bold block lettering

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

- (iv) By way of a floating charge all other undertakings and assets of the Company whatsoever and wheresoever both present and future and any items described in (i) to (iii) above (if and to the extent that the charges thereon shall be ineffective as fixed charges).

The items referred to in (i),(ii),(iii) and (iv) above are collectively referred to as "the Charged Assets"

- 2 Except with the prior written consent of the Lender, the Company shall not create or permit to subsist any mortgage, charge, lien or security interest on or over any of the Charged Assets ranking in priority to or pari passu with the charge hereby created nor deal with its book debts or other debts otherwise than by getting in and realising the same in the ordinary course of business nor sell, transfer or otherwise dispose of the whole or any part of its undertaking, property, assets or rights except by way of sale in the normal and proper course of business as now conducted.

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**CERTIFICATE OF THE REGISTRATION
OF A MORTGAGE OR CHARGE**

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

I hereby certify that a mortgage or charge dated the 2nd OCTOBER 1991
and created by HARTCLIFFE LIMITED

for securing all moneys due or to become due from MEDIUMRENT LIMITED to
NATWEST INVESTMENT BANK LIMITED under the terms of A SECURED LOAN NOTE
1993/1996 OF £150,000

was registered pursuant to Chapter I Part XII of the Companies Act
1985, on the 10th OCTOBER 1991

Given under my hand at the Companies Registration Office,
Cardiff the 15th OCTOBER 1991

No. 2582323

Post
15/10
a.p.

A handwritten signature in black ink, appearing to read 'P. Jones'.

P. JONES

an authorised officer

C.69



COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

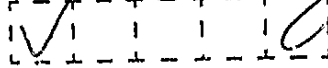
M59

Pursuant to section 395 of the Companies Act 1985

Please do not
write in this
binding marginPlease 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

2582323

Name of Company

* HARTCLIFFE LIMITED

Date of creation of the charge

2 OCTOBER 1991

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

Mortgage Debenture

Amount secured by the mortgage or charge

All liabilities of the Company present and future actual and/or contingent to National Westminster Bank PLC

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

National Westminster Bank PLC

41 Lothbury

London

Postcode

EC2P 2BP

Presentor's name address and
reference (if any):National Westminster Bank PLC
Legal Services - Securities Dept.
King's Cross House
200 Pentonville Road
London N1 9HLPresentor's Reference
and/or telephone number

071-239 8205

Time critical reference

For official use
Mortgage Section

Post room

REGISTERED

21 OCT 1991



22 OCT 1991

60-21-40

(a) A specific equitable charge over the company's estate or interest in all freehold or leasehold properties for the time being belonging to or charged to the Company other than the property hereinafter described and the proceeds of sale thereof.

(b) A specific charge over all stocks shares or other securities in any subsidiary companies or any other company for the time being.

(c) A specific charge over all Book and other Debts for the time being but so that the Company shall pay into the Company's account with the Bank all moneys which it may receive in respect of such debts and shall not without the prior consent in writing of the Bank sell factor discount or otherwise charge or assign the same in favour of any other person or purport to do so and the Company shall if called upon so to do by the Bank from time to time execute legal assignments of such book debts and other debts to the Bank.

(d) A specific charge over its goodwill and the benefit of any licences.

(e) A floating charge over the undertaking and all other property and assets present and future but so that the Company shall not without the Bank's consent create any mortgage or charge ranking in priority to or pari passu with this charge.

xxxxxx charge by way of legal mortgage over the undermentioned property and the proceeds of the sale thereof



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

Particulars as to commission allowance or discount	
Nil	

Please see notes below.

Signed

Authorised Signatory

Date 21 OCT 1991

On behalf of mortgagee

(a) A description of the instrument, eg 'Trust Deed', 'Mortgage', 'Debenture', etc. as the case may be, should be given.

(b) The rate of interest payable under the terms of the Debentures should not be entered.

FILE COPY



**CERTIFICATE OF THE REGISTRATION
OF A MORTGAGE OR CHARGE**

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

I hereby certify that a mortgage or charge dated the 2nd OCTOBER 1991
and created by HARTCLIFFE LIMITED

for securing all moneys now due, or hereafter to become due, or from time
to time accruing due from the company to NATIONAL WESTMINSTER BANK PLC

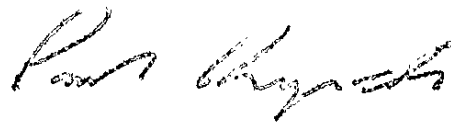
on any account whatsoever

was registered pursuant to Chapter I Part XII of the Companies Act
1985, on the 21st OCTOBER 1991

Given under my hand at the Companies Registration Office,
Cardiff the 24th OCTOBER 1991

No. 2582323

L/C.
24/10
a.p.


P. R. REYNOLDS.
an authorised officer

C.69a