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COMPANIES FORM No. 395

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

395

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

* Insert full name
of compan

To the Registrar of Companies

For official use Company number

Name of company

3

2600072

* BELLEVIEW PLC

Date of creation of the charge

30th SEPTEMBER 1996

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

DEBENTURE

Amount secured by the mortgage or charge

THE SUM OF £250,000 TOGETHER WITH INTEREST THEREON AT THE RATE OF 10% PER ANNUM (AND ANY OTHER AMOUNTS DUE AND OWING IN ACCORDANCE WITH A FACILITY LETTER BETWEEN BELLEVIEW PLC AND WINSKALE INVESTMENTS LIMITED DATED 22ND JUNE 1996)

69
£250,000
E
T

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

WINSKALE INVESTMENTS LIMITED c/o HANSARD MANAGEMENT SERVICES LIMITED,
HIRZEL COURT (C3), ST PETERSPORT, GUERNSEY, CHANNEL ISLANDS.

Postcode

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

(RJT/636994)
GOULDENS
22 TUDOR STREET
LONDON
EC4Y 0JJ

For official use
Mortgage section

Post room



Time critical reference

Short particulars of all the property mortgaged or charged

With full title guarantee and as a continuing security for the payment or discharge of all moneys obligations and liabilities hereby covenanted to be paid or discharged by Belleview Plc ("the Borrower"), the Borrower charges by way of floating charge:-

- (i) all freehold leasehold and other immovable 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 thereon;
- (ii) all plant and machinery now or in the future belonging to the Borrower other than fixed plant and machinery;
- (iii) all book debts and other debts now or in the future due or owing to the Borrower;
- (iv) all stocks shares and other securities now or in the future belonging to the Borrower together with all dividends and other rights deriving therefrom;
- (v) the goodwill of the Borrower and its uncalled capital for the time being;
- (vi) all patents trade marks service marks designs and other intellectual property rights choses in action and claims and all fees, royalties and other rights of every kind deriving therefrom now or in the future belonging to the Borrower; and
- (vii) all the other undertakings, assets, rights and income of the Borrower both 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)

Signed



Date 30/09/96

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. 02600072

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 30th SEPTEMBER 1996 AND CREATED BY BELLEVIEW PLC FOR SECURING £250,000 AND ALL OTHER MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE CHARGE UNDER THE TERMS OF A FACILITY LETTER DATED 22ND JUNE 1996 WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 12th OCTOBER 1996.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 17th OCTOBER 1996.

A handwritten signature in dark ink, appearing to read 'R. N. Owens'.

RICHARD NEIL OWENS

for the Registrar of Companies

Post Sir
17-10-96



COMPANIES HOUSE

HC026B