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legibly, preferably
in black type, or
bold block lettering

* insert full name
of company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

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

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

For official use

Company number

4

2736661

Name of company

* CASH CENTRES LIMITED

Date of creation of the charge

15 December 1999

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

PLEDGE AND SECURITY AGREEMENT (incorporating 9 supplemental security agreements).

Amount secured by mortgage or charge

The payment and performance of its obligations to the Lenders under the Guaranty and Guarantor Security Agreements.

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

WELLS FARGO BANK NATIONAL ASSOCIATION, 333, SOUTH GRAND AVENUE, SUITE 900, LOS ANGELES, CALIFORNIA as administrative agent for itself and the lenders (as defined in the

Pledge and Security Agreement).

Postcode

90071

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

Titmuss Sainer Dechert
2 Serjeants' Inn
London
EC4Y 1LT
C457061700/doc: 1570955

Time critical reference

For official Use
Mortgage Section

Post room



Short particulars of all the property mortgaged or charged

The company pledges, assigns and grants to the mortgagee inter alia a security interest over all shares in the company, all voting and non-voting rights of the shares and all cash and non-cash dividends and all other property, chattels, contracts, intangibles, goods of the company including in particular trade marks, patents and copyrights collectively ("Guarantor Collateral"). The mortgagee shall act as secured party, bailee and custodian respect to the Guarantor Collateral.

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

Particulars as to commission allowance or discount (note 3)

N/A

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

Signed



Date 15 December 1999

On behalf of [company] [~~XXXXXX XXXX~~][†]

[†] 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, DX: 33050 Cardiff

FILE COPY



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

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

COMPANY No. 02736661

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A PLEDGE AND SECURITY AGREEMENT DATED THE 15th DECEMBER 1999 AND CREATED BY CASH CENTRES LIMITED FOR SECURING ALL OBLIGATIONS DUE OR TO BECOME DUE FROM THE COMPANY TO WELLS FARGO BANK NATIONAL ASSOCIATION (AS ADMINISTRATIVE AGENT FOR ITSELF AND THE LENDERS) UNDER THE GUARANTY AND GUARANTOR SECURITY AGREEMENTS WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 18th DECEMBER 1999.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 23rd DECEMBER 1999.

A large, stylized handwritten signature in black ink, appearing to be 'J.R.' followed by a large 'X'.



C O M P A N I E S H O U S E



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES