

Particulars of a mortgage or charge

395

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies
(Address overleaf - Note 5)

For official use

Company number

* [X] [B] [D]

280424

Name of company

* PORTFOLIO HOLDINGS PLC

Date of creation of the charge

5TH APRIL 1994

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

ASSIGNMENT AGREEMENT

Amount secured by the mortgage or charge

All sums in any currency or currencies for which the Company may now or in the future be actually or contingently liable to the Bank, whether alone or jointly with another and whether as principal or surety including interest, commission and banking charges arising under a facility agreement between the Bank and the Company dated 26th January 1994.

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

THE HONGKONG AND SHANGHAI BANKING CORPORATION
LIMITED, 10 LOWER MADES ST, LONDON EC3R 6AE

Postcode

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

A.D. WALTON
LEGAL DEPT.

For official Use
Mortgage Section

Post room

REGISTERED

-9 APR 1994

69 APR 1994

HOUSE

Time critical reference

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

All present and future right, title and interest
including (without limitation) all monies now or at
any time in the future due under an
Interest Rate cap transaction between Midland
Bank Plc and the company dated 31st January
1994

Particulars as to commission allowance or discount (note 3)

NIL

Signed

A. Walters

Date

6/4/94

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.
- 5 The address of the Registrar of Companies is:-
Companies House, Crown Way, Cardiff CF4 3UZ

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02801424

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT AN ASSIGNMENT AGREEMENT DATED THE 5th APRIL 1994 AND CREATED BY PORTFOLIO HOLDINGS PLC FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE HONG KONG AND SHANGHAI BANKING CORPORATION LIMITED UNDER A FACILITY AGREEMENT DATED 26 JANUARY 1994 WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 9th APRIL 1994.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 14th APRIL 1994.

P. JONES

for the Registrar of Companies



COMPANIES HOUSE

HC026B

2094