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Particulars of a mortgage or charge

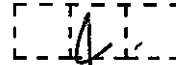
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Pursuant to section 395 of the Companies Act 1985

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

To the Registrar of Companies

For official use Company number



2950066

Name of company

* QUID LIMITED

*Insert full name
of company

Date of creation of the charge

6 July 1995

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

Legal Charge

Amount secured by the mortgage or charge

£40,000,000 plus interest and costs

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

Societe General a company incorporated in France with limited
liability whose UK head office is at Exchange House Primrose Street
Broadgate London

Postcode

EC2A 2HT

as agent

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

LOVELL WHITE DURRANT
65 Holborn Viaduct
London EC1A 2DY

(Ref P3/RLS/DBDM)

Time critical reference

REGISTERED
Mortgage Section

8 JUL 1995

Post room



A39 *A4ZJ8CWC* 394
COMPANIES HOUSE 08/07/95

Short particulars of all the property mortgaged or charged

Please do not
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this margin

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

The property known as 4/5 Quiet Street and 2/3 John Street Bath Avon registered at H M Land Registry under title number AV236199 by way of Legal Mortgage of all its legal interest and otherwise by way of specific equitable charge and by way of fixed charge the plant machinery and fixtures and fittings furniture equipment implements and utensils now and in the future at the property

Particulars as to commission allowance or discount (note 3)

Signed

Lawrence White

Date

6/7/95

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.

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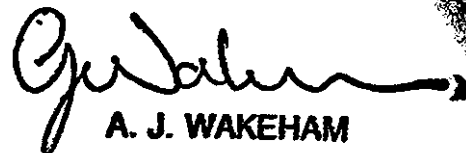
CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02950066

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 6th JULY 1995 AND CREATED BY QUID LIMITED FOR SECURING £40,000,000 AND ALL OTHER MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO SOCIETE GENERALE UNDER THE CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 8th JULY 1995.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 12th JULY 1995.



A. J. WAKEHAM

for the Registrar of Companies



COMPANIES HOUSE

HC026B

POST 12/07/95