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COMPANIES FORM No. 395

Particulars of a chargePlease do not
write in
this margin

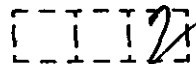
Pursuant to section 395 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

**2952948**

Name of company

*** THE VIRGIN DRINKS COMPANY LIMITED**insert full name
of company

Date of creation of the charge

10th November 2000

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

BOOK DEBTS DEBENTURE DEED dated 10th November 2000

Amount secured by the charge

The totality of monies now or which may hereafter be owing due and/or payable (but remaining unpaid) by the Company to the Securityholder in any manner and for any reason on any account or on partnership account (and notwithstanding that the whole or some part of such monies is represented or secured by any mortgage guarantees trust receipts bills of exchange leasing hire purchase assignments factoring of receivables or any other agreements or securities or is payable under letter of credit or any other document issued by the Securityholder to or for or at the request of the Company either alone or jointly with any other person) whether or not the same have or has fallen due or become payable and whether or not default shall have been made in respect thereof and shall include (without limiting the generality of the foregoing) the items specifically detailed in the Debenture Deed.

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

LLOYDS TSB COMMERCIAL FINANCE LIMITED**BOSTON HOUSE THE LITTLE GREEN****RICHMOND SURREY**

Postcode

TW9 1QEPresentor's name address and
reference (if any):

Lloyds TSB Commercial Finance
Boston House
The Little Green
Richmond Surrey TW9 1QE

For official Use
Mortgage Section

Post room

A13
COMPANIES HOUSE0821
11/11/00

Time critical reference

Short particulars of all the property charged

A first fixed charge on all the Book Debts and other Debts of the company both present and future (save for those Book Debts and other Debts sold by the company and purchased by the Securityholder in accordance with the Financing Agreement and not repurchased by the company pursuant to the provisions thereof).

The company shall not create any mortgage charge assignment or any other security whatsoever (save lien arising by operation of law in the ordinary course of business) upon the charged property or any part thereof in priority or parri passu with a charge created by the Debenture Deed

By Clause 3 of the Debenture Deed the company charged:

- (1) by way of fixed equitable charge all Purchased Debts and the Other Debts together with their Related Rights; and
- (2) by way of floating charge such of the moneys which the Company may receive in respect of the Other Debts as shall for the time being stand released (pursuant to clause 8) from the fixed charge created hereby.

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bold block lettering

Particulars as to commission allowance or discount (note 3)

Signed

[Signature]

Date

10/11/00

On behalf of ~~[company]~~ [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. 02952948

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A BOOK DEBTS DEBENTURE DATED THE 10th NOVEMBER 2000 AND CREATED BY THE VIRGIN DRINKS COMPANY LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO LLOYDS TSB COMMERCIAL FINANCE LIMITED ON ANY ACCOUNT WHATSOEVER UNDER THIS DEBENTURE DEED WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 11th NOVEMBER 2000.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 14th NOVEMBER 2000.

LR.
D.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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