

M

COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

Please do not
write in
this margin

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

For official use box

2998217

Name of company

OCKHAM HOLDINGS PLC

Date of creation of the charge

10th November 1997

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

MORTGAGE

Amount secured by the mortgage or charge

(a) All money and liabilities whether certain or contingent which now are or at any time hereafter may be due owing or incurred from or by me/us to the Bank anywhere on any current or other account or in any manner whatsoever whether alone or jointly with any other person firm or corporation and in whatever style name or form and whether as principal or jointly
(b) Interest on all such money and liabilities to the date of payment at such rate or rates as may from time to time be charged by the Bank in accordance with its usual practice and
(c) Commission and other banking charges and legal and other costs charges and expenses (on a full and unconditional indemnity basis) incurred by the Bank in relation to this mortgage or in enforcing the security hereby created.

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

Lloyds Bank Plc Department No. 969 Horley Regional Securities Centre
P.O. Box 104, 13, High Street, Horley, Surrey, RH6 7YA
Postcode

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

HORLEY REGIONAL SECURITIES CENTRE
LLOYDS BANK PLC

Cat. No. CO 395

DX 96750

HORLEY

Croydon:
SHAW & SONS
Caxton House
Croydon CR0 4TT

LLY 1163

Time critical reference

For official Use
Mortgage Section

Post room



A27 *A5BYQ1AP* 397
COMPANIES HOUSE 19/11/97

Please do not write in this margin

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

This mortgage deed shall affect and the securities subject hereto shall include in addition to the securities mentioned in the Schedule hereto any securities substitutable therefor and all dividends or interest paid or payable after the date hereof on any such securities and all stocks shares (and the dividends or interest thereon) rights moneys or property accruing or offered at any time by way of redemption bonus preference option consolidation subdivision or otherwise to or in respect of any securities subject hereto.

I/we hereby acknowledge that so long as this mortgage is subsisting I/we are not at liberty to make any transfer withdrawal nomination or other disposition of any securities for the time being subject hereto without the Bank's prior consent in writing and that any such consent or consents shall not be deemed to be a waiver of this mortgage or of any of the provisions hereof as regards the balance of any securities for the time being subject hereto following such transfer withdrawal nomination or other disposition.

Particulars as to commission allowance or discount (note 3)

Signed



Date

12/11/97

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. 02998217

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A MORTGAGE DATED THE 10th NOVEMBER 1997 AND CREATED BY OCKHAM HOLDINGS PLC FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO LLOYDS BANK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 19th NOVEMBER 1997.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 25th NOVEMBER 1997.

Jennifer C. Humphrey
JENNIFER HUMPHREY

for the Registrar of Companies



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