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COMPANIES FORM No. 395

# 395

## Particulars of a mortgage or charge

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

Name of company

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3020162
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\* insert full name  
of company

* WELLWAY PHARMACY LIMITED
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Date of creation of the charge

20TH AUGUST 1996
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Description of the instrument (if any) creating or evidencing the charge (note 2)

<b>Mortgage Debenture</b>
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Amount secured by the charge

All moneys and liabilities for the time being due owing or incurred to the Bank by the Company in whatever manner and upon whatever account
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Names and addresses of the chargees or persons entitled to the charge

<b>TSB Bank plc</b> PO Box 6000 Victoria House Victoria Square Birmingham B1 1BZ	Postcode
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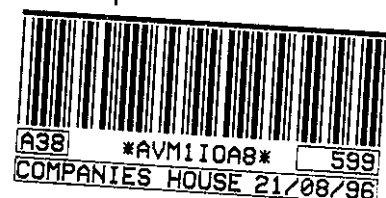
Presentor's name address and  
reference (if any):

HAY & KILNER  
30 CLOTH MARKET  
NEWCASTLE UPON TYNE  
NE1 1EE  
DX 61019 NEWCASTLE  
Ref: P/T 01W09551

Time critical reference

For official Use  
Mortgage Section

Post room



## Short particulars of all the property charged

(1) by way of legal mortgage all the freehold and leasehold property of the Company the title to which has been registered at H.M. Land Registry.

(2) by way of legal mortgage all other freehold and leasehold property of the Company now vested in it whether or not registered at H.M. Land Registry.

(3) by way of specific equitable charge all future freehold and leasehold property belonging to the Company during the continuance of the Mortgage Debenture.

(4) by way of specific charge all stocks, shares and/or other securities now and at any time during the continuance of the Mortgage Debenture belonging to the Company in any of its subsidiary companies.

(5) by way of specific charge all book and other debts now and from time to time due or owing to the Company so that all moneys which it may receive in respect thereof are to be paid into the Company's account with the Bank.

(6) by way of specific charge all the Company's fixed plant and machinery.

(7) by way of floating charge its undertaking and all its assets and rights (other than those charged under paragraphs (1) - (6) of this Clause) whatsoever and wheresoever present and future.

(8) by way of assignment its goodwill subject to redemption on discharge of the liabilities.

but so that the Company shall not except with the prior written consent of the Bank (a) create or permit to subsist any mortgage charge lien pledge or other security over the assets or any of them ranking in priority to or *pari passu* with the charge hereby created or (b) dispose of any of the assets (except in the ordinary course of the Company's business) or (c) sell factor discount assign or deal with its book or other debts (i) with any person other than the debtor (ii) with the debtor except for the purposes of realising the debt.

Please do not write in this margin

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

## Particulars as to commission allowance or discount (note 3)

NIL

Signed HAY & KILNER *Hay & Kilner* Date 20th August, 1996

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. 03020162

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A MORTGAGE DEBENTURE DATED THE 20th AUGUST 1996 AND CREATED BY WELLWAY PHARMACY LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO TSB BANK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 21st AUGUST 1996.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 23rd AUGUST 1996.

A handwritten signature in dark ink, appearing to read 'A. J. Wakeham', with a small circular stamp to the right.

A. J. WAKEHAM

for the Registrar of Companies

Post  
23-8 Sin



COMPANIES HOUSE

HC026B

Wellway Pharmacy Limited

Extract from the Minutes of a Meeting of the Board of Directors of the above Company duly convened and held and constituted on at

The Directors having declared their interests in the proposed arrangements in accordance with section 317 of the Companies Act 1985 and the Secretary having reported under the Articles of Association of the Company that the Directors were empowered to implement the proposed arrangements IT WAS RESOLVED as follows:-

- 1) That a Mortgage Debenture be created in favour of TSB Bank plc as a continuing security for all monies, obligations and liabilities at any time due, owing or incurred by the Company to TSB Bank plc as set out in the Mortgage debenture now produced to the meeting.
- 2) That the said Mortgage Debenture be and the same is hereby approved and that the Company seal be affixed thereto.

IT IS HEREBY CERTIFIED that the above is a true extract from the Minutes of a Meeting of the Board of Directors of the Company and that the resolutions set forth above were duly passed in accordance with and comply with the Memorandum and Articles of Association of the Company and that the resolutions will not infringe any restriction on borrowing, charging, giving guarantees or otherwise affecting the Company or the Board.

..... *R Andersen* .....  
Chairman

22nd July 1996  
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