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COMPANIES FORM No. 395

Particulars of a 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

15

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3022613

Name of company

* FAREWEST LIMITED

* insert full name
of company

Date of creation of the charge

9th MAY 1997

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

LEGAL CHARGE

Amount secured by the charge

ALL MONIES AND LIABILITIES PRESENT AND FUTURE

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

THE GOVERNOR AND COMPANY OF THE BANK OF IRELAND
41 CASTLE STREET, LIVERPOOL L2 9SH

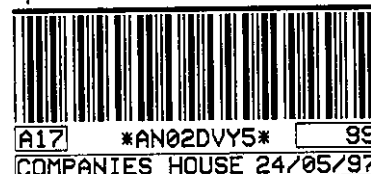
Postcode

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

Moore Sexton Bibby
329 Aigburth Road
Liverpool L17 0BL
PSB/LM

For official Use
Mortgage Section

Post room



Time critical reference

Short particulars of all the property charged

The property known as 25 Rnd Walks, St. Helens and 7 Mereland Way, St. Helens Merseyside described in the first schedule to the Legal Charge and all buildings/structures, fixtures (including trade fixtures) and fixed plant, machinery and equipment from time to time thereon (by way of a fixed Legal Charge).

And all the right title and interest to the mortgagor to and in any proceeds of any present or future insurances of the property firstly described (by way of fixed charge) and (unless otherwise specifically agreed by the Bank in writing), any present and future goodwill attached to the properties by reason of the carrying on thereof of the business if any of the mortgagor, or a predecessor of the mortgagor in that business (by way of fixed Charge)

And all moveable plant, machinery, impliments, utensils, furniture and equipment now or from time to time placed on or used in or about the property (by way of floating charge)

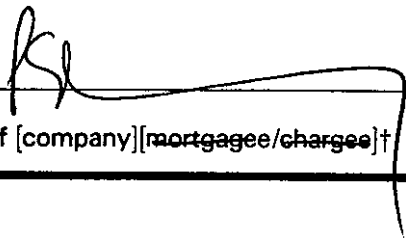
Please do not write in this margin

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

Particulars as to commission allowance or discount (note 3)

NIL

Signed



Date 23rd MAY 1997

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. 03022613

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 9th MAY 1997 AND CREATED BY FAREWEST LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE GOVERNOR AND COMPANY OF THE BANK OF IRELAND ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 24th MAY 1997.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 29th MAY 1997.


M. IKRAM DAR.

for the Registrar of Companies



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