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COMPANIES FORM No. 395

to 001114.

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
(Address overleaf - Note 5)

For official use

Company number

6

3197854

Name of company

* insert full name
of Company

* Rugby International Travel Limited ("the Company")

Date of creation of the charge

23rd August 2000

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

A Fixed Charge on Cash Deposits dated 23rd August 2000 made between the Company and Banco de Sabadell S.A.

Amount secured by the mortgage or charge

All monies and liabilities actual or contingent which now are or shall at any time or times hereafter be due owing or payable or incurred to Banco de Sabadell S. A. ("the Bank") on any account whatsoever by the Company and whether solely or jointly with any other person and whether as principal or surety including all interest costs commission and banking charges and expenses which the Bank may in the course of its business charge and incur.

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

Banco de Sabadell S.A.

120, Pall Mall,
London SW1 Y 5EA.

Postcode

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

Credit Department
Banco Sabadell S.A.
120, Pall Mall
London SW1Y 5EA

Time critical reference

For official Use
Mortgage Section



Short particulars of all the property mortgaged or charged

The sum of ESP 10,000,000 (ten million Spanish Pesetas) such sum being referred to below as "the Deposit" which expression shall include any other deposit or deposits in any currency or currencies from time to time made by the Depositor with the Bank at any office of the Bank whether additional or by way of renewal or replacement or otherwise together with all interest accruing from time to time in respect of it.

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)

Signed  Date 25/8/00

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.
- 5 The address of the Registrar of Companies is:-

Companies House, Crown Way, Cardiff CF4 3UZ



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03197854

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A FIXED CHARGE ON CASH DEPOSITS DATED THE 23rd AUGUST 2000 AND CREATED BY RUGBY INTERNATIONAL TRAVEL LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO BANCO DE SABADELL S.A. ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 2nd SEPTEMBER 2000.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 5th SEPTEMBER 2000.

[Handwritten signature]



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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