

21-09-99

COMPANIES FORM No. 403a

**Declaration of satisfaction
in full or in part
of mortgage or charge**

403a

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Please do not
write in
this margin

Pursuant to section 403(1) of the Companies Act 1985

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

To the Registrar of Companies

For official use Company number

3314950

3314950

Name of company

Blakes Clothing Plc

* Insert full name
of company.

I, Tim Woodcock

of 19 Pickwick Road, London SE21 7SN

† Delete as
appropriate

(a director) (the secretary) (the administrator) (the administrative officer) † of the above company, do
solemnly and sincerely declare that the debt for which the charge described below was given has been
paid or satisfied in (full) (part) †

‡ Insert a
description of the
instrument(s)
creating or
evidencing the
charge, eg
'Mortgage',
'Charge',
'Debenture' etc.

Date and Description of charge ‡ Debenture dated 18 February 1998

Date of Registration § 24 February 1998

Name and address of (chargee) (the lender or the debenture holder) Barclays Bank Plc
54 Lombard Street, London EC3P 3AH

§ The date of
registration may
be confirmed
from the
certificate

Short particulars of property charged * See Annexure "A"

* Insert brief
details of
property

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the
provisions of the Statutory Declarations Act 1835.

Declared at 810 Holloway Road

Declarant to sign below

Bromley Kent

the 2 day of September

one thousand nine hundred and ninety nine

before me [Signature] Solicitor

A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths

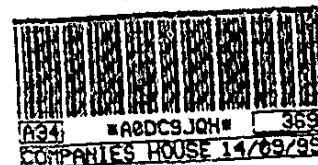
Presenter's name, address and
reference (if any):

Pinsent Curtis
69 Old Broad Street
London EC2M 1NR

DX: 119516 Finsbury Square
Doc No. 3138751 v1

For official use
Mortgage section

Post room



21 - 09 - 99

Annexure "A"

Short particulars of all the property mortgaged or charged:-

- (a) by way of legal mortgage all the freehold and leasehold property of the Company the title to which is registered at H.M. Land Registry (and which is described in the Schedule of the Debenture), together with all buildings fixtures (including trade fixtures) and fixed plant and machinery from time to time thereon;
- (b) 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) together with all buildings fixtures (including trade fixtures) and fixed plant and machinery from time to time thereon;
- (c) by way of first fixed charge all future freehold and leasehold property of the Company together with all buildings fixtures (including trade fixtures) and fixed plant and machinery from time to time thereon and all the goodwill and uncalled capital for the time being of the Company;
- (d) by way of the first fixed charge all book debts and other debts now and from time to time due or owing to the Company (during the continuance of the security the Company shall pay into the Company's account with the Bank all moneys which it may receive in respect of the book debts and other debts thereby charged and shall not without the prior consent of the Bank in writing purport to charge or assign the same in favour of any other person and shall if called upon to do so by the Bank execute a legal assignment of such book debts and other debts to the Bank);
- (e) by way of a first floating charge all other the undertaking and assets of the Company whatsoever and wheresoever now present and future but so that the Company is not to be at liberty to create any mortgage or charge upon and so that no lien shall in any case or in any manner arise on or affect any part of the said premises either in priority to or pari passu with the charge thereby created and further that the Company shall have no power without the consent of the Bank to part with or dispose of any part of such premises except by way of sale in the ordinary course of its business.