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in black type, or
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* insert full name
of company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

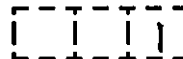
395

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number



3289569

Name of company

* PEAPOD LIMITED

Date of creation of the charge

✓ 17 MARCH 1997

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

Guarantee and Debenture (the "Debenture") dated 17 March 1997 made between PEAPOD LIMITED ("the Company") (1) PRODUMAX LIMITED ("the Other Company") (2) and BARCLAYS BANK PLC ("the Bank") (3)

Amount secured by the mortgage or charge

The Company hereby:-

- 4
1. covenants that it will on demand in writing made to it pay or discharge to the Bank all moneys and liabilities which shall for the time being (and whether on or at any time after such demand) be due owing or incurred by it to the Bank
 2. covenants and guarantees that it will on demand in writing made to it pay or discharge to the Bank all moneys and liabilities which shall for the time being (and whether on or at any time after such demand) be due owing or incurred by the Other Company to the Bank except any moneys or liabilities due owing or incurred by such Other Company as guarantor for the Company firstly referred to

whether actually or contingently and whether solely or jointly with any other person and whether as principal or surety including interest

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

BB
BARCLAYS BANK PLC
54 LOMBARD STREET
LONDON EC3P 3AH

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

HAMMOND SUDDARDS
2 PARK LANE
LEEDS LS3 1ES

DX: 26441 LEEDS

JJEK/JPM/LDW F3951.M18

Time critical reference

For official use
Mortgage Section

Non particular
register on
original
date
25.3.97



PMO *P610S005* 174

COMPANIES HOUSE 25/03/97

COMPANIES HOUSE 28/03/97

COMPANIES HOUSE 25/03/97

Short particulars of all the property mortgaged or charged

The Company with full title guarantee charges with the payment and discharge of all moneys and liabilities and covenants to be paid or discharged by it:

- 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 hereto 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 first fixed charge all book debts and other debts now and from

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Particulars as to commission allowance or discount (note 3)

Nil

Signed

Hammond Suddards

Date

27.3.97

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.

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Particulars of a mortgage or charge (continued)

Continuation sheet No 1
to Form No 395 and 410 (Scot)

CHA 116

Please complete
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Company Number

3289569

Name of Company

PEAPOD LIMITED

Limited*

* delete if
inappropriate

Description of the instrument creating or evidencing the mortgage or charge (continued) (note 2)

commission or other lawful charges and expenses which the Bank may in the course of its business charge in respect of any of the matters aforesaid or for keeping the Company's accounts and so that interest shall be computed and compounded according to the usual mode of the Bank as well after as before any demand made or judgment obtained under the Debenture.

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Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)

Please complete
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in black type, or
bold block lettering

time to time due or owing to the Company;

e) by way of first floating charge all other the undertaking and assets of the Company whatsoever and wheresoever both 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 created by the Debenture 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.

For the purpose of this form and any continuation sheets the following words and phrases shall mean:

"Guarantor" means the Other Company insofar only as it has pursuant to the Debenture covenanted to pay or discharge moneys due or owing from or liabilities of the company to the Bank;

Note:

The Bank has the power to appoint a Receiver.

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bold block lettering

THE SCHEDULE

<u>Name of company</u>	<u>County/London Borough</u>	<u>Title No.</u>	<u>Address of Property</u>
Peapod Limited	None	None	None

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03289569

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A GUARANTEE AND DEBENTURE MADE BETWEEN PEAPOS LIMITED (THE COMPANY) PRODUMAX LIMITED (THE OTHER COMPANY) AND BARCLAYS BANK PLC (THE BANK) DATED THE 17th MARCH 1997 AND CREATED BY PEAPOD LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO BARCLAYS BANK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 25th MARCH 1997.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 3rd APRIL 1997.

A handwritten signature in dark ink, appearing to read 'D Phillips'.

D. PHILLIPS

for the Registrar of Companies



COMPANIES HOUSE

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post
[initials]