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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

2

3312633

Name of company

* insert full name
of Company

*** Ewbank Products Limited**

Date of creation of the charge

2nd September 1998

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

Debenture

Amount secured by the mortgage or charge

All obligations and liabilities actual or contingent, now or at any time hereafter due owing or incurred to the Chargee by the Company anywhere in any manner whatsoever (whether alone or jointly and in whatever style, name or form and whether as principal or surety) together with interest and legal and other costs on a full and unqualified indemnity basis.

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

Euro Sales Finance plc
Halton House, 20-23 Holborn
London

Postcode

EC1N 2JD

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

Euro Sales Finance plc
Croxley House
14 Lloyd Street

Manchester

For official Use
Mortgage Section



Time critical reference

Short particulars of all the property mortgaged or charged

By way of first fixed charge all book and other debts both present and future and the benefit of all contracts and policies of insurance in relation to such book and other debts.

By way of first floating charge the undertaking and all property assets and rights of the Company whatsoever and wheresoever both present and future including the assets comprised in the fixed charges to the extent that such fixed charges shall for any reason be ineffective.

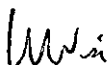
NB: The charge contains a prohibition on dealing with the assets caught by the fixed charge and upon the creation of further security in relation thereto.

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

3. 9. 98

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

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03312633

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 2nd SEPTEMBER 1998 AND CREATED BY EWBANK PRODUCTS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO EURO SALES FINANCE PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 3rd SEPTEMBER 1998.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 7th SEPTEMBER 1998.

M. Cornelius

M. CORNELIUS

for the Registrar of Companies



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

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