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COMPANIES FORM No. 395

Particulars of a mortgage or 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 letteringTo the Registrar of Companies
(Address overleaf—Note 5)

For official use

Company number

2111

3329491

Name of company

* Duncan Pocock (Holdings) Limited

* insert full name
of company

Date of creation of the charge

6th May 1997

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

DEBENTURE

Amount secured by the charge

ALL moneys and liabilities (whether present or future actual or contingent) now or at any time or times hereafter due or owing or incurred by the Company (whether as principal or surety) to 3i.

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

3i Group plc whose registered office is at 91 Waterloo Road, London

Postcode

SE1 8XP

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

Addleshaw Booth & Co
Sovereign House
South Parade
Leeds LS1 1HQ
Ref: JALa

Time critical reference

For Official Use
Mortgage Section

Post Room



A32 *AFQM2VJH* 443
COMPANIES HOUSE 09/05/97

Short particulars of all the property charged

Please do not
write in
this margin

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

1. Fixed charges upon:

- 1.1 the freehold and leasehold property of the company both present and future (excluding the legally mortgaged property) together with all buildings and fixtures (including trade and other fixtures) and fixed plant and machinery from time to time thereon or therein and the proceeds of sale thereof;
- 1.2 the stocks shares bonds loan capital and other securities both present and future belonging to the company (including stocks or shares acquired pursuant to scrip dividends) and all rights relating thereto other than the right to be paid any dividend;
- 1.3 the book debts and other debts both present and future due or owing to the company;
- 1.4 the goodwill and uncalled capital of the company both present and future;
- 1.5 the rights in patents patent applications inventions trade-marks trade-mark applications service-marks trade names registered designs copyrights know-how confidential information trade secrets and any other intellectual property rights and all licences and ancillary rights and benefits (other than royalties and other sums payable in respect thereof) both present and future of the company.

2. Floating charges upon the undertaking and all other property assets and rights of the company both present and future not otherwise effectively charged by way of fixed charge.

3. The Company shall not without the previous written consent of 3i:

- 3.1 sell, give or share possession of, grant or agree to grant any lease or tenancy of, or accept or agree to accept a surrender or any variation or addition to the terms of any lease or tenancy of, or otherwise dispose of the fixed charged property or any part thereof;
- 3.2 sell, assign or otherwise dispose of the whole or any substantial part of the floating charged property except in the ordinary course of business;
- 3.3 create or attempt to create any fixed mortgage charge or other security upon any part of the fixed charged property which would rank in priority to or pari passu with the fixed charges described above;
- 3.4 allow any lien to arise on or affect any part of the charged property except in the case of a lien arising by operation of law in the ordinary course of business.

Particulars as to commission allowance or discount (note 3)

NIL

Signed Addeshaw Bootho

Date 8.5.97

On behalf of ~~the company~~ [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. 03329491

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 6th MAY 1997 AND CREATED BY DUNCAN POCKOCK (HOLDINGS) LTD FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO 3i GROUP PLC ON ANY ACCOUNT WHATSOEVER PURSUANT TO THE TERMS OF THE CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 9th MAY 1997.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 13th MAY 1997.

R. L. Adams.

R.L. ADAMS

for the Registrar of Companies



COMPANIES HOUSE

13/5
DX
[Signature]