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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

For official use Company number

4

3381595

Name of company

* TRAINSTATION LIMITED (the "Company")

*Insert full name
of company

Date of creation of the charge

4th February 1998

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

Mortgage of life policy dated 4th February 1998 (the "Mortgage") between the company and The Co-operative Bank plc (the "Bank")

Amount secured by the mortgage or charge

All monies and liabilities which shall for the time being (and whether on or after demand) be due, owing or incurred in whatever manner to the Bank by the Company whether actually or contingently and whether solely or jointly with any other person and whether as principal or surety.

4.

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

The Co-operative Bank p.l.c.

PO Box 101, 1 Balloon Street

Manchester

Postcode

M60 4EP

Presentor's name, address and
reference (if any):
Davies Arnold Cooper
60 Fountain Street
Manchester M2 2FE
Ref 803.5414.8

For official use
Mortgage section

Post room



Time critical reference

Short particulars of all the property mortgaged or charged

Life assurance policy number 3364459 issued by The Canada Life Assurance Company in respect of the life of Paul Francis Bird for the sum of £200,000 including any substituted policy or policies or any new policy effected in accordance with the terms of the Mortgage (the "Policy") and all monies (including bonuses) that may become payable under the Policy and all sums payable to the Company in connection with the Policy pursuant to Section 76 of the Insurance Companies Act 1982.

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)

N/A

Signed *James Arnold Cooper*

Date *4 February 1998*

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.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03381595

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A MORTGAGE OF LIFE POLICY DATED THE 4th FEBRUARY 1998 AND CREATED BY TRAINSTATION LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO CO-OPERATIVE BANK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 5th FEBRUARY 1998.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 9th FEBRUARY 1998.

W. Grandon
W. GRANDON

for the Registrar of Companies



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

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*Post
C9 bps*