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COMPANIES FORM NO. 395

Particulars of a mortgage or charge

Please do not
write in this
binding margin

Pursuant to section 395 Companies Act 1985



395

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

To the Registrar of Companies

For official use

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Company Number

3741747

Name of Company

*Heritage Attractions Limited

*insert full name
of company

Date of creation of the charge

3 November 1999

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

Legal Mortgage

Amount secured by the mortgage or charge

All liabilities of the Company present and future actual and/or contingent to National Westminster Bank Plc

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

National Westminster Bank Plc

41 Lothbury

London

Postcode EC2P 2BP

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

**NatWest UK,
Retail Banking Services
Credit Management**
Litigation, Technical & Securities
King's Cross House
200 Pentonville Road
London N1 9HL

Presentor's Reference
and/or telephone number

Sh-ef- S 0171-239 8205

Time critical reference

For official use
Mortgage Section

Post room



Short particulars of all the property mortgaged or charged

The property hereinafter described ('the property') and the proceeds of sale thereof together with a floating charge over all moveable plant machinery implements utensils furniture and equipment at any time placed upon or used in or about the property and an assignment of the goodwill and connection of any business or businesses from time to time carried on in or upon the property or any part or parts thereof together with the full benefit of all licences including any registrations viz:

The leasehold property known as Land at Alum Bay Isle Of Wight more Particularly described in an Assignment dated 17 August 1999 between Needles Company Ltd (1) The Company (2)

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

Nil

Per pro
**Natwest UK,
Retail Banking Services
Credit Management**
Litigation, Technical & Securities
King's Cross House
200 Pentonville Road, London N1 9HL

Please see notes below.

Signed [Signature]

Date _____

On behalf of mortgagee _____

Notes

(a) A description of the instrument, eg 'Trust Deed', 'Mortgage', 'Debenture', etc. as the case may be, should be given.

(b) The rate of interest payable under the terms of the Debentures should not be entered.

FILE COPY



**CERTIFICATE OF THE REGISTRATION
OF A MORTGAGE OR CHARGE**

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

COMPANY No. 03741747

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL MORTGAGE DATED THE 3rd NOVEMBER 1999 AND CREATED BY HERITAGE ATTRACTIONS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO NATIONAL WESTMINSTER BANK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 15th NOVEMBER 1999.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 22nd NOVEMBER 1999.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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