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Companies Form No. 395

Particulars of a mortgage or charge

CHFP118

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

Please do not
write in this
margin

Please
complete
legibly,
preferably in,
black type, or
bold block
lettering
*insert full name
of company

To the Registrar of Companies
(Address overleaf)

For official use

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Company number

4293908

Name of company

*
Travel Counsellors Holiday Limited (the "Company")

Date of creation of the charge

21st January 2003

Description of the instrument creating or evidencing the charge

CHARGE OVER A DEPOSIT HELD BY YORKSHIRE BANK PLC (OWN ACCOUNT)

Amount secured by the mortgage or charge

All sums of money which the Company may now or at any time in the future owe to Yorkshire Bank PLC (the "Bank") and all liabilities which the Company may now or at any time in the future owe to the Bank.

The sums of money and liabilities referred to above shall include:-

- * sums and liabilities due or owing by the Company alone and/or jointly with any other person
- * sums and liabilities owed as guarantor, indemnifier or security giver for any other person
- * sums and liabilities which may or may not become payable depending on the outcome of future events including any sums and liabilities which would become payable on demand by the Bank
- * sums and liabilities owed by the Company to another person, the rights to which have been transferred to the Bank
- * sums and liabilities owed on current or any other account

and also including

- * interest at the applicable rate or rates the Bank agrees with the Company from time to time in respect of any sum of money or liability, and if no rate has been agreed between the Bank and the Company for any particular sum of money or liability, interest at such rate as the Bank may select from the rates agreed between the Bank and the Company in respect of any other sum of money or liability, in all circumstances computed and compounded as agreed between the Company and the Bank, or if there is no agreement, in accordance with the Bank's current practice from time to time, both before and after any judgement is obtained by the Bank
- * banking charges and all costs and expenses (including the Bank's own internal management and administrative costs and legal costs on a full indemnity basis) incurred by the Bank in exercising the Bank's rights under the Charge calculated as agreed between the Company and the Bank, or if there is no agreement, in accordance with the Bank's current practice from time to time

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

YORKSHIRE BANK PLC whose registered office is at

20 Merrion Way, LEEDS, West Yorkshire

Postcode

LS2 8NZ

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

YORKSHIRE BANK PLC
Lending Support Centre
20 Merrion Way
LEEDS, LS2 8NZ

Ref: LS/G3/573/68179401/DIP

Time critical reference

For Official Use
Mortgage Section

Post Room



Short particulars of all the property mortgaged or charged

The Company charges by way of fixed charge to the Bank the balance for the time being standing to the credit of the following account:

Yorkshire Bank PLC: Manchester Branch
Branch Address: 135 Peel Avenue, Trafford Centre, Manchester, M17 8BN
Type of account: Current
Account Name: Travel Counsellors holiday Limited
Account Number: 68179453

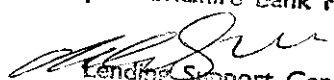
and any other account or accounts with Yorkshire Bank PLC which the Company has acknowledged and agreed are subject to the security created by the Charge.

Please do not write in this margin.

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

per pro Yorkshire Bank PLC

Signed


Lending Support Centre

Date

24/01/03

On behalf of (company)(chargee) †

†delete as appropriate

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. 04293908

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A CHARGE OVER A DEPOSIT HELD BY YORKSHIRE BANK PLC (OWN ACCOUNT) DATED THE 21st JANUARY 2003 AND CREATED BY TRAVEL COUNSELLORS HOLIDAYS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO YORKSHIRE BANK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 28th JANUARY 2003.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 30th JANUARY 2003.

Handwritten signature



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —