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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)

For official use

Company number

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1100207

Name of company

* RIDLEY, QUINEY & CO LIMITED

* insert full name
of company

Date of creation of the charge

27th FEBRUARY 1996

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

DEBENTURE

Amount secured by the mortgage or charge

All moneys and liabilities which shall for the time being (and whether on or at any time after such demand) be due owing or incurred by it or RQ (Holdings) Limited to the Bank (except any moneys or liabilities due owing or incurred by RQ (Holdings) Limited as guarantor for the Company) in either case whether actually or contingently and whether solely or jointly with any other person and whether as principal or surety including interest commission or other lawful charges and expenses which the Bank may in the course of its business charge in respect of any of the matters aforesaid or for keeping the aforementioned companies' accounts and so that interest shall be computed and compounded according to the usual mode of the Bank as well after as before any demand made or judgment obtained.

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

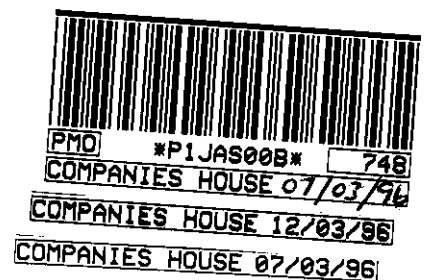
BARCLAYS BANK PLC

54 LOMBARD STREET

LONDON

Postcode

EC3V 9EX

Presentor's name address and
reference (if any):SPEECHLY BIRCHAM
BOUVERIE HOUSE
154 FLEET STREET
LONDON EC4A 2HX
SDA/JXW/119611For official Use
Mortgage Section

Time critical reference

Short particulars of all the property mortgaged or charged

(a) By way of legal mortgage all the freehold and leasehold property of such Company the title to which is registered at HM Land Registry and which is described opposite its name in the Third Schedule to the Debenture and/or the proceeds of sale thereof together with all buildings fixtures (including trade fixtures) and fixed plant and machinery from time to time thereon and it is hereby declared by the Company that the interest of the Company in the properties is as stated in the Third Schedule and that (save as may have been previously disclosed in writing to the Bank) the properties are free from all other encumbrances.

(b) By way of legal mortgage all other freehold and leasehold property of such Company now vested in it (whether or not registered at HM Land Registry) and/or the proceeds of sale thereof together with all buildings (including trade fixtures) and fixed plant and machinery from time to time thereon and it is hereby declared by such Company that the interest of such Company in the properties is as stated in the Third Schedule and that

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Particulars as to commission allowance or discount

NIL

Signed

Hechly Surcham

Date

5/3/96

On behalf of [company] [~~charges~~]*

*
delete as
appropriate

The address of the Registrar of Companies is:-

Companies House, Crown Way, Cardiff CF4 3UZ

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Particulars of a mortgage or charge (continued)

Continuation sheet No 1
to Form No 395 and 410 (Scot)

Please complete
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Company number

1100207

Name of company

RIDLEY, QUINEY & CO

Limited*

*
delete if
inappropriate

Description of the instrument creating or evidencing the mortgage or charge (continued)

(save as may have been previously disclosed in writing to the Bank) the properties are free from all other encumbrances.

(c) By way of first fixed charge all future freehold and leasehold property of such Company and/or the proceeds of sale thereof together with all buildings fixtures (including trade fixtures) and fixed plant and machinery from time to time thereon and all the goodwill and uncalled capital for the time being of such Company.

(d) By way of first fixed charge all book debts and other debts now and from time to time due or owing to such Company.

(e) By way of first floating charge all other the undertaking and assets of such Company whatsoever and wheresoever both present and future (including any assets or property not effectively charged by clauses (a)-(d) above) but so that such Company is not to be at liberty to create any mortgage or charge upon and so that no lien shall in any case or in any manner arise on or affect any part of the said premises either in priority to or pari passu with the charge hereby created and further that such Company shall have no power without the consent of the Bank to part with or dispose of any part of such premises except by way of sale in the ordinary course of its business.

Any debentures mortgages or charges hereafter created by a Company (otherwise than in favour of the Bank) shall be expressed to be subject to this debenture.

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Names and addresses of the persons entitled to the charge (continued)

Please complete
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lettering



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 01100207

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 27th FEBRUARY 1996 AND CREATED BY RIDLEY, QUINEY & CO. LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY AND/OR ALL OR ANY OF THE OTHER COMPANIES NAMED THEREIN TO BARCLAYS BANK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 7th MARCH 1996.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 15th MARCH 1996.


for the Registrar of Companies



15/3.
to
post