

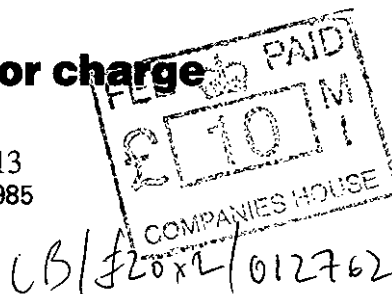
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COMPANIES FORM No. 395

Particulars of a mortgage or charge

Companies House Approval No: CHA113
Pursuant to section 395 of the Companies Act 1985



395

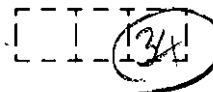
Please complete
legibly, preferably
in black type, or
bold block lettering

* insert full name
of company

To the Registrar of Companies

For official use

Company number



01688454

Name of company

* RATHBONE TRUST COMPANY LIMITED

Date of creation of the charge

15 March 1999

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

Commercial Mortgage

Amount secured by the mortgage or charge

All monies, obligations and liabilities present or future due, owing or incurred to Bristol & West when the same become due for payment or discharge whether by acceleration or otherwise. The monies, obligations or liabilities may be:

- express or implied
- present future or contingent
- joint or several
- incurred as principal or under a guarantee or indemnity
- originally owing to Bristol & West or purchased or otherwise acquired by it
- denominated in sterling or in any other currency
- incurred on any banking or other account or in any other name whatsoever

Names and addresses of the mortgagees or persons entitled to the charge
Bristol & West plc, PO Box 27, Broad Quay, Bristol ("Bristol & West")

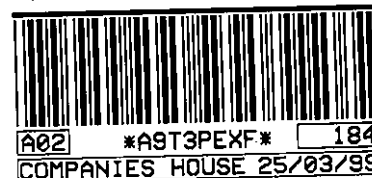
BS99 7AX

Postcode

Presentor's name, address and
reference (if any):
Wansboroughs Willey Hargrave
103 Temple Street
Bristol BS99 7UD

For official Use
Mortgage Section

Post room



Time critical reference

Form F135 (No 395)

Meredith Fourmat

14 Vere Street
Salford M5 2EX
Tel: 0161 745 8222

Short particulars of all the property mortgaged or charged

1. By way of legal mortgage the property known as 10 The Parade, Minehead, Somerset (title number ST93531) (the "Property") and all buildings, fixtures and fixed plant and machinery from time to time on such property together with all estates, rights, title, options, and privileges appurtenant to, or benefitting, the same including all beneficial interests of the Company in the Property.
2. By way of fixed charge the benefit of all guarantees, indemnities, rent deposits, agreements, contracts, undertakings and warranties relating to the Charged Property.
3. By way of an assignment all monies from time to time payable to the Company in relation to contracts or policies of insurance by the Company or to which the Company is entitled (including the refund of any premiums).
- A The above assets (the "Charged Property") are charged or, as appropriate, assigned as continuing security.
- B The Commercial Mortgage secures further advances.
- C The Commercial Mortgage contains restrictions upon dealing in anyway with the Property (including leasing, assigning, disposing, charging or surrendering any interest in the Property).
- D The Commercial Mortgage contains a further assurance clause.

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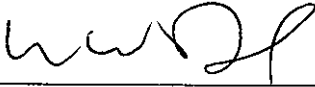
Particulars as to commission allowance or discount (note 3)

Nil

Wansbroughs Willey Hargrave

23 March 1999

Signed



Date

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. 01688454

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A COMMERCIAL MORTGAGE DATED THE 15th MARCH 1999 AND CREATED BY RATHBONE TRUST COMPANY LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO BRISTOL & WEST PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 25th MARCH 1999.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 29th MARCH 1999.

DX
SG



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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