Please do not

COMPANIES FORM No. 395

Particulars of a mortgage or charge

write in this margin Pursuant to section 395 of the Companies Act 1985

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

* insert full name of company

To the Registrar of Co	mpanies
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For official use

Company number

2961588

Name of company

CAREERS ENTERPRISE LIMITED

Date of creation of the charge

1st April 1996

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

Rent Deposit Deed

Amount secured by the mortgage or charge

Performance and observance of the covenants on the part of the Tenant contained in an Underlease dated 1st April 1996 and made between Melville Heath Properties Limited of the one part and Careers Enterprise Limited of the other part

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

Melville Heath Properties Limited

43 Portland Place

London

Postcode

W1N 3AG

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

Park Nelson Thompson Quarrell

1 Bell Yard

London WC2A 2JP

(Ref: 224/CTF/23278-52)

For official Use Mortgage Section

Post room

COMPANIES HOUSE 04/04/96

Time critical reference

A rent deposit of £5,736

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)

Signed TNTQ

Date

3 April 1996

On behalf of [company][mortgagee/ehargee]†

† delete as appropriate

Notes

- 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. 02961588

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A RENT DEPOSIT DEED DATED THE 1st APRIL 1996 AND CREATED BY CAREERS ENTERPRISE LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO MELVILLE HEATH PROPERTIES LIMITED PURSUANT TO THE TERMS OF AN UNDERLEASE OF EVEN DATE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 4th APRIL 1996.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 9th APRIL 1996.

R.L. ADAMIS

for the Registrar of Companies