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COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

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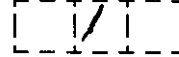
Pursuant to section 395 of the Companies Act 1985

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

To the Registrar of Companies
(Address overleaf—Note 5)

For official use

Company number



03406047

Name of company

* DISHMAN EUROPE LIMITED

* insert full name
of company

Date of creation of the charge

16TH FEBRUARY 1999

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

ALL ASSETS DEBENTURE

Amount secured by the charge

The Secured Monies (as defined in the All Assets Debenture), which are now or shall be due, owing and payable to the Securityholder, in accordance with the terms of the transaction, security, instrument or other obligation giving rise to the Company's indebtedness to the Securityholder, including those under the Financing Agreement (as defined in the All Assets Debenture) and to discharge all obligations and liabilities, whether actual, accruing or contingent, now or in future due, owing or incurred to the Securityholder by the Company, in whatever currency denominated and on whatever account and howsoever arising, whether alone or jointly and in whatever style, name or form and whether as principal or surety.

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

BARCLAYS BANK PLC

AQUILA HOUSE BREEDS PLACE HASTINGS EAST SUSSEX

Postcode

TN34 3DG

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

Wilde & Partners
10 John Street
LONDON WC1N 2EB
Ref: VLC/BB/24/2564/31821

Time critical reference

For Official Use
Mortgage Section

Post Room



A40 *AW0CFE7I* 607
COMPANIES HOUSE 27/02/99

- (a) a **fixed charge** by way of legal mortgage on all freehold and leasehold property owned by the Company, including but not limited to land of which the Company is registered as proprietor at H M Land Registry (details of which are set out in the Third Schedule to the All Assets Debenture);

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See Continuation Sheets 1 and 2

Particulars as to commission allowance or discount (note 3)

NONE

Signed *W&P*

Date 26 February 1999

On behalf of [company] [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.
- 5 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)

Company number

03406047

Please complete
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Name of company

DISHMAN EUROPE LIMITED

Limited*

*delete if
inappropriate

Description of the instrument creating or evidencing the mortgage or charge (continued) (note 2)

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(b) a **fixed charge** on the following assets, whether now or in the future belonging to the Company

- (i) the freehold and leasehold properties of the Company not effectively mortgaged under clause 2.1(a) of the All Assets Debenture;
- (ii) all fixtures and fittings (including trade fixtures and fittings) and fixed plant and machinery in, on or attached to the property subject to the legal mortgage under clause 2.1(a) of the All Assets Debenture;
- (iii) any other freehold and leasehold property which the Company shall own together with all fixtures and fittings (including trade fixtures and fittings) and fixed plant and machinery in, on or attached to such property;
- (iv) all goodwill, unpaid and/or uncalled capital of the Company;
- (v) all the Company's Intellectual Property (as defined in the All Assets Debenture)
- (vi) all the Company's Securities (as defined in the All Assets Debenture);
- (vii) all loan capital, indebtedness or liabilities on any account or in any manner owing to the Company from any Subsidiary (as defined in the All Assets Debenture) of the Company or a member of the Company's Group (as defined in the All Assets Debenture);
- (viii) all amounts realised by an administrator or liquidator of the Company upon enforcement or execution of any order of the Court under Part IV of the Insolvency Act 1986

(c) a **fixed charge** upon:

- (i) all documents of title to any item of property which at any time and for any purpose has been or may be deposited with the Securityholder;
- (ii) the assets mentioned in the title documents referred to in the immediately preceding sub-paragraph;

(d) a **fixed charge** on all or any Debts (as defined in the All Assets Debenture) of the Company to be purchased by the Securityholder pursuant to the Financing Agreement (as defined in the All Assets Debenture) but which fail to vest absolutely and effectively in the Securityholder for any reason, together with Related Rights (as defined in the All Assets Debenture) to such Debts ("Non-Vesting Debts")

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Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)

Please complete
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**Particulars of a mortgage or charge
(continued)**Please do not
write in this
binding marginContinuation sheet No 2
to Form No 395 and 410 (Scot)Please complete
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Company number

03406047

Name of company

DISHMAN EUROPE LIMITED

Limited*

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Description of the instrument creating or evidencing the mortgage or charge (continued) (note 2)

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Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)

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- (e) a **fixed charge** on Other Debts being all sums due and owing and accruing due and owing to the Company whether or not on account of its trading both present and future except:
- (i) Non-Vesting Debts; and
 - (ii) any Debts whilst they remain absolutely and effectively vested in or held on trust for the Securityholder under the Financing Agreement and whether such vesting results from a legal or equitable assignment
- (f) a **floating charge** on such of the monies which the Company may receive in respect of its Other Debts and which, until any direction from the Securityholder to the contrary, shall be paid into the bank account of the Company referred to in clause 3.1(f) of the All Assets Debenture and which upon such payment will be released from the fixed charge thereon;
- (g) a **floating charge** on the remainder of the undertaking, property rights and assets of the Company whatsoever and wheresoever, both present and future not subject to the above charges.

NB: There are restrictions placed upon the Company by the Securityholder pursuant to the All Assets Debenture including, but not limited to:

- (1) the Company agrees that, whilst the All Assets Debenture exists it will not sell, transfer, lease, licence or dispose of the Mortgaged Property subject to the floating charge shown at (f) and (g) above, except by way of sale at full value in the ordinary course of business now being carried on; and
- (2) the Company agrees that, whilst the All Assets Debenture exists it will not sell, transfer, lease, licence or dispose of the Mortgaged Property subject to the fixed charges shown at (a) to (e) inclusive above without the prior written consent of the Securityholder.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03406047

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT AN ALL ASSETS DEBENTURE DATED THE 16th FEBRUARY 1999 AND CREATED BY DISHMAN EUROPE LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO BARCLAYS BANK PLC UNDER THE TERMS OF THE FINANCING AGREEMENT OR ON ANY OTHER ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 27th FEBRUARY 1999.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 3rd MARCH 1999.

A handwritten signature in cursive script, appearing to read 'P. Davies'.

PHIL DAVIES
for the Registrar of Companies



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