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COMPANIES FORM No. 395

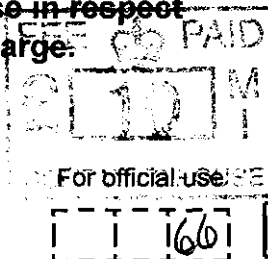
Particulars of a mortgage or charge

395

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

To the Registrar of Companies
(Address overleaf - Note 6)



008347-10

For official use Company number

533033

Name of company

* HOMEBASE LIMITED HAVING ITS REGISTERED OFFICE AT BEDDINGTON HOUSE,
WALLINGTON, SURREY, SM6 0HB

Date of creation of the charge

7 MAY 2002

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

SUPPLEMENTAL LEGAL CHARGE DATED 7 MAY 2002

Amount secured by the mortgage or charge

All the Liabilities which the Chargor covenants to pay pursuant to the terms of the Debenture dated 2 March 2001 and which this Supplemental Legal Charge is expressed to be supplemental to and being defined as all indebtedness and other liabilities of any nature of each obligor due owing or incurred under the security documentation and/or any receiver (including without limitation in relation to any new or increased advances or utilisations) whether present or future and whether originally indebtedness or liabilities to all or any of the finance parties and/or any receiver actual or contingent matured or not matured liquidated or unliquidated and whether incurred solely or jointly with any other person and whether as principal or surety in any currency or currencies together with all interest accruing thereon whether before or after judgement except for any indebtedness or liabilities which if they did not constitute part of the liabilities would result in the Legal Charge contravening Section 151 of the Companies Act 1985

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

UBS AG LONDON BRANCH (AS SECURITY AGENT) (REGISTERED AS A BRANCH IN ENGLAND AND WALES BRANCH NUMBER BR004507) HAVING ITS REGISTERED ADDRESS AT 1 FINSBURY AVENUE, LONDON

Postcode EC2M 2PP

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

Trowers & Hamblins
Sceptre Court
40 Tower Hill
London
EC3N 4DX

Ref: SAP.45538.61

Time critical reference

For official Use
Mortgage Section

Post room



A10
COMPANIES HOUSE

0317
22/05/02

CHFP025

Please do not write in this margin

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

*insert full name of Company

Short particulars of all the property mortgaged or charged

A. By way of a first legal mortgage the leasehold premises known as Unit 8, Oakfield Road, Penge, Bromley; and

B. By way of first fixed charge all plant and machinery now or in future owned by the Chargor and its interest in any plant or machinery in its possession which form part of or are operated by the chargor at the above named property.

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 Travers & Hawley

Date 21/05/02

On behalf of [XXXXXX] [mortgagee/chargor] †

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge. (See Note 5)

† 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 Cheques and Postal Orders are to be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is:-
Companies House, Crown Way, Cardiff CF14 3UZ

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 00533033

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A SUPPLEMENTAL LEGAL CHARGE DATED THE 7th MAY 2002 AND CREATED BY HOMEBASE LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO UBS AG LONDON BRANCH (AS SECURITY AGENT) ON ANY ACCOUNT WHATSOEVER UNDER THE TERMS OF THE AFOREMENTIONED INSTRUMENT CREATING OR EVIDENCING THE CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 22nd MAY 2002.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 27th MAY 2002.

Handwritten signature



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —