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in black type, or
bold block lettering

* insert full name
of company

COMPANIES FORM No. 395

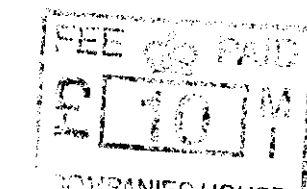
Particulars of a mortgage or charge

LLOYDS TSB £20 021458

395

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies



For official use - Company number

1612

2034991

Name of company

* RUSHBOND PLC

Date of creation of the charge

25 AUGUST 200

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

LEGAL MORTGAGE

Amount secured by the mortgage or charge

all monies and liabilities which shall from time to time be due owing or incurred in whatsoever manner to the Bank by the Mortgagor whether actually or contingently and whether solely or jointly with any other person and whether as principal or surety and including all interest discount commission charges costs and expenses and so that interest shall be calculated at the higher of the rate previously applicable to the relevant indebtedness or 3% above the base rate of the Bank from time to time and compounded according to the usual practice of the Bank as well after as before any demand or judgment

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

The Bank of Wales plc of Kingsway Cardiff CF10 3YB

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

Walker Morris Solicitors
Kings Court
12 King Street
LS1 2HL

JMP/RUSHBOND

Time critical reference

For official use
Mortgage Section

Post room



JMA
COMPANIES HOUSE

J352HTJM

0564
01/09/00

All that leasehold property known as Mortec 1, Mortec 2 and Mortec 3, Mortec office Park, York Road, Leeds, West Yorkshire ("the Mortgaged Property") more particularly described in a Lease dated 14 July 2000 between Rushbond plc (1) Mortec Management Company Limited (2) and Rushbond plc (3)

a) as a continuing security to the Bank for the payment or discharge of the moneys and liabilities hereby covenanted to be paid

b) The Mortgagor also charges by way of fixed equitable charge the goodwill of any business now or from time to time carried on at or from the Mortgaged Property or any part thereof

c) If the Mortgagor is a company incorporated under the Companies Acts the Mortgagor also charges by way of floating charge all movable plant machinery implements utensils furniture and equipment and other chattel assets now or from time to time placed on or about the Mortgaged Property with the discharge on demand of all moneys costs and interest as aforesaid

d) The expression "the Mortgaged Property" shall where appropriate also include the property and assets referred to in sub-clauses (b) and (c) above.

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

Particulars as to commission allowance or discount (note 3)

N/A

Signed Waikar Nani

Date 1 September 2000

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. 02034991

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL MORTGAGE DATED THE 25th AUGUST 2000 AND CREATED BY RUSHBOND PLC FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE BANK OF WALES PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 1st SEPTEMBER 2000.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 5th SEPTEMBER 2000.

P. Law



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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