



COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

Please do not
write in
this margin

Pursuant to section 395 of the Companies Act 1985

M 92/July 20/97

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

To the Registrar of Companies

For official use

Company number



2052510

Name of company

* KEIGHLEY FASHIONS LIMITED

* insert full name
of company

Date of creation of the charge

3rd July 1987

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

DEBENTURE

Amount secured by the mortgage or charge

ALL MONIES DUE OR BECOMING DUE

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

BANCO DE BILBAO

100 CANNON STREET

LONDON

Postcode

EC4N 6EH

Presenter's name address and
reference (if any)

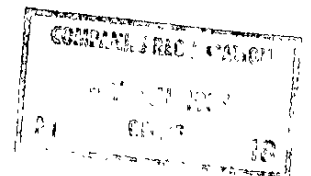


For official Use
Mortgage Section

Post room

7 JUL 1987

Time critical reference



Short particulars of all the property mortgaged or charged

The company's undertaking goodwill and other property whatsoever and wheresoever both present and future including its uncalled capital for the time being. The Charge created by the Debenture shall be a fixed first charge on the goodwill and book debts of the Company and shall be a fixed first charge by way of legal mortgage on its freehold and leasehold property and the fixed plant and machinery thereon and as to all other premises hereby charged shall be a floating security but so that the company is not to be at liberty to create any other mortgage or charge upon and so that no lien shall in any case or in any manner arise on or affect any part on the said other premises either in priority to or pari passu with the charge hereby created it being the intention that the Company shall have no power without consent of the bank to part with or dispose of any part of such other premises except by way of sale in the ordinary course of its business.

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

Date 3rd July 1987

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.



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

I hereby certify that a mortgage or charge dated the 3rd July 1987
and created by KEIGHLEY FASHIONS LIMITED

for securing all moneys now due, or hereafter to become due, or from time
to time accruing due from the company to Banco De Bilbao

on any account whatsoever

was registered pursuant to Chapter I Part XII of the Companies Act
1985, on the 7th July 1987

Given under my hand at the Companies Registration Office,
Cardiff the 27 JUL 1987

No. 2052510

E. Church.
E. CHURCH

Certificate and instrument received by

..... *Pask*

Date *28th*

an authorised officer

C.69a