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Please do not
write in
this margin

COMPANIES FORM No. 395

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

395

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

* Insert full name
of company

To the Registrar of Companies

For official use Company number

2

2111264

Name of company

* SEALECT (UK) PLC

Date of creation of the charge

12TH DECEMBER 1986

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

DEBENTURE

Amount secured by the mortgage or charge

ALL MONIES & LIABILITIES, CERTAIN OR CONTINGENT
WHICH ARE NOW DUE OR AT ANYTIME HEREAFTER
DUE.

04

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

GENERALE BANK NEDERLAND N.V.

BLAAK 555 3000 AH

ROTTERDAM

Postcode

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

BUTLER & Co.
WALMAR HOUSE
288 - 292 REGENT STREET
LONDON W1R 5HF

For official use
Mortgage section

Post room



Time critical reference

Short particulars of all the property mortgaged or charged

Please do not
write in
this margin

FULL Fixed and Floating
Charge (as set out in
Deed of Debenture) on ALL ASSETS
OF THE COMPANY

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

Particulars as to commission allowance or discount (note 3)

Signed

Date 12TH DECEMBER 1996

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. 02111264

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 12th DECEMBER 1996 AND CREATED BY SEAELECT (UK) PLC FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO GENERALE BANK NEDERLAND N.V. ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 24th DECEMBER 1996.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 3rd JANUARY 1997.

A handwritten signature in dark ink, appearing to read 'R. N. Owens'.

RICHARD NEIL OWENS

for the Registrar of Companies



COMPANIES HOUSE

HC026B

Pos 15
17
21/97