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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

Name of company



2142673

* CARPHONE WAREHOUSE LIMITED

Date of creation of the charge

24 JUNE 1997

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

RENT SECURITY DEPOSIT DEED

Amount secured by the mortgage or charge

THE DUE PERFORMANCE AND OBSERVANCE OF THE COVENANTS AGREEMENTS AND CONDITIONS ON THE PART OF THE COMPANY UNDER THE LEASE OF PREMISES KNOWN AS UNIT 3, 139/143 OXFORD STREET LONDON W1 DATED 24TH JUNE 1997 BETWEEN (1) THE LANDLORD, TIE RACK PLC AND (2) THE TENANT, CARPHONE WAREHOUSE PLC, AND INCLUDES ALL DOCUMENTS SUPPLEMENTAL THERETO AND ALL LOSSES WHICH TIE RACK PLC MAY INCUR BY REASON OF OR CONSEQUENT UPON ANY BREACH OF THOSE COVENANTS AGREEMENTS AND CONDITIONS.

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

TIE RACK PLC WHOSE REGISTERED OFFICE IS AT CAPITAL INTERCHANGE WAY,
BRENTFORD, MIDDLESEX

Postcode TW8 OEX

Presentor's name, address and
reference (if any):
Sonnenscheins
Royex House
Aldermanbury Square EC2V 7HF

For official use
Mortgage section

Post room



KLO *KH919X97* 2208
COMPANIES HOUSE 10/07/97

Time critical reference

Short particulars of all the property mortgaged or charged

£27,500 WITH ANY INTEREST ADDED THERETO FROM TIME TO TIME.

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legibly, preferably
in black type or
bold block
lettering

Particulars as to commission allowance or discount (note 3)

Signed *Sonnensteins*
On behalf of ~~company~~ [mortgagee/chargee]*

Date *10th July 1997*

* 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. 02142673

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A RENT DEPOSIT DEED DATED THE 24th JUNE 1997 AND CREATED BY THE CARPHONE WAREHOUSE LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO TIE RACK PLC UNDER THE LEASE DATED 24TH JUNE 1997 AND INCLUDES ALL DOCUMENTS SUPPLEMENTAL THERETO WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 10th JULY 1997.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 14th JULY 1997.

A handwritten signature in cursive script, reading 'A. P. Goddard'.

A. P. GODDARD

for the Registrar of Companies

PS
14.7



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