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COMPANIES FORM No. 395

Particulars of a mortgage or charge

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Please do not
write in
this margin

Pursuant to section 395 of the Companies Act 1985

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

To the Registrar of Companies

For official use
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Company number

2495645

Name of company

POUNDLAND LIMITED ("the Company")

*insert full name
of company

Date of creation of the charge

5 April 1993

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

Rent deposit deed ("the Deed") made between GUS Property Management Limited ("the Chargee") and the Company.

Amount secured by the mortgage or charge

All monies due or to become due from the Company to the Chargee in respect of its obligation under an underlease dated 5 February 1979 and made between Hector Powe Limited (1) and Superdrug Stores Limited (2) in respect of the premises known as 28/29 The Shambles Worcester.

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in respect of its obligations under an
Underlease dated 5.2.79

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

GUS
GUS PROPERTY MANAGEMENT LIMITED

Marshall Street

LEEDS

Postcode

LS11 9YD

27/4
Presenter's name address and
reference (if any);

Paisner & Co
Bouverie House
154 Fleet Street
LONDON EC4A 2DQ

DHV/1137.194

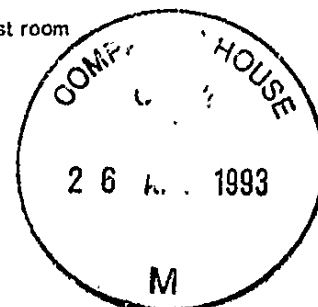
Time critical reference

For official use
Mortgage Section

RECEIVED

26 APR 1993

Post room



All sums of money which have been or are now or which may at any time or from time to time be deposited by the Company with the Chargee as the rent deposit in accordance with the terms of the Deed as security for the performance of the Company's obligation under an Underlease dated 5 February 1979 in respect of premises known as 28/29 The Shambles Worcester.

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)

Not applicable.

Signed

Parmis

Date

23rd April 1992

On behalf of ~~company~~ mortgagee/chargee[†]

[†] delete as appropriate

- 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

I hereby certify that a mortgage or charge dated the 5th APRIL 1993
and created by POUND LAND LIMITED

for securing all moneys due or to become due from the Company to G.U.S.
PROPERTY MANAGEMENT LIMITED IN RESPECT OF ITS OBLIGATIONS UNDER AN
UNDERLEASE DATED 5th FEBRUARY 1979

was registered pursuant to Chapter I Part XII of the Companies Act
1985, on the 26th APRIL 1993

Given under my hand at the Companies Registration Office,
Cardiff the 29th APRIL 1993

No. 2495645

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

A. P. GODDARD

an authorised officer

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