



Particulars of a mortgage or charge

20/5

395

Please do not
write in
this margin

Pursuant to section 395 of the Companies Act 1985

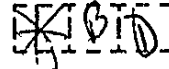
Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use

Company number

08
m 22 c.



2801412

Name of company

* M F & T Limited

* Insert full name
of company

Date of creation of the charge

14TH MAY 1993

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

Fixed and Floating Charge dated

14TH MAY 1993

Amount secured by the mortgage or charge

All monies and liabilities now or at any time hereafter due owing or incurred to the Bank by the Company in any way whatsoever.

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

Midland Bank plc, whose registered office is at Poultry, in the City of London.

Postcode

EC2P 2BX

Presentor's name address and
reference (if any): TIF 8210

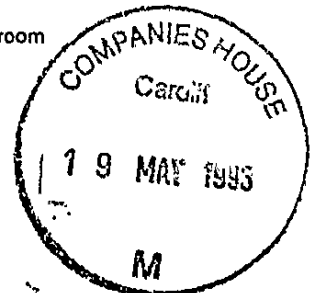
MIDLAND BANK PLC
HAMPSHIRE SECURITIES CENTRE
CUMBERLAND HOUSE
15-17 CUMBERLAND PLACE
SOLIHULL BIRMINGHAM B37 7YU

For official Use
Mortgage Section

REGISTERED

19 MAY 1993

Post room



Time critical reference

Short particulars of all the property mortgaged or charged

First Fixed Charge on all book debts and other debts now and from time to time hereafter due owing or incurred to the Company other than such of the said debts as the Bank may have specifically agreed in writing to exclude from such first fixed charge; and all goodwill and and uncalled capital for the time being of the Company; and all patents patent applications inventions trade marks trade names registered designs copyrights know how and other intellectual property rights and all licences and ancillary rights and benefits including all royalties fees and other income deriving from the same both present and future of the Company; and

Floating Charge on all other the Undertaking of the Company and all its property whatsoever and wheresoever both present and future including its uncalled capital for the time being and such of the book debts and other debts referred to above which are not charged under the said first fixed charge (collectively called "the assets") but so that the Company shall not except with the prior written consent of the Bank:

(a) create or permit to subsist over all or any of the assets any mortgage charge lien pledge or other security ranking in priority to or *pari passu* with the said floating charge; or

(b) part with sell or dispose of all or except in the ordinary course of the Company's business and for the purpose of carrying on the same any of the assets; or

(c) deal with its book or other debts or securities for money forming part of the assets otherwise than in the ordinary course of getting in and realising the same which course shall not include or extend to the selling or assigning or in any other way factoring or discounting of any of the said debts or securities.

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)

NIL

Signed

X Date

1/4TH MAY 1993

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

I hereby certify that a mortgage or charge dated the 14th MAY 1993
and created by M F & T LIMITED

for securing all moneys now due, or hereafter to become due, or from time
to time accruing due from the company to MIDLAND BANK plc

on any account whatsoever

was registered pursuant to Chapter I Part XII of the Companies Act
1985, on the 19th MAY 1993

Given under my hand at the Companies Registration Office,
Cardiff the 24th MAY 1993

No. 2801412

P. Jones
P. JONES

an authorised officer

C.69a

Post
24.5
HL.

M

Please do not
write in
this margin

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

*insert full name
of company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

20/5 -

395

Pursuant to section 395 of the Companies Act 1985

W442C

To the Registrar of Companies

For official use
[*] [] []

Company number

2801412

Name of company

• MF & T Limited

Date of creation of the charge

14 May 1993

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

COLLATERAL DEBENTURE

Amount secured by the mortgage or charge

ALL moneys and liabilities now or at any time or times hereafter due or owing or incurred by
2Fi Holdings Limited to the chargee in any manner
whatever.

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

3I Group plc whose registered office is at

91 Waterloo Road, London

Postcode SE1 8XP

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

3I plc
Legal Department
Trinity Park
Bickenhill, Birmingham B37 7ES

Ref: ILG/SGP/FFIL

Time critical reference

For official Use
Mortgage Section

REGISTERED

19 MAY 1993



Short particulars of all the property mortgaged or charged

1. FIXED CHARGES upon:-

- (A) ~~THE company's property described in the attached schedule marked 'Schedule A' together with all buildings and fixtures (including trade fixtures) and fixed plant and machinery from time to time thereon and therein;~~
- (A) (B) ALL other freehold and leasehold property of the company both present and future together with all buildings and fixtures (including trade fixtures) and fixed plant and machinery from time to time thereon and therein;
- (C) ~~THE company's plant machinery chattels or other equipment described in the attached schedule marked 'Schedule B' together with all additions alterations accessories replacements and renewals of component parts thereto and together with the benefit of any obligations and warranties given by any manufacturer or supplier or any other party in respect of the mortgaged property to or in favour of the company and the benefit of all maintenance agreements entered into between the company and any such third party;~~
- (B) (D) THE goodwill and the uncalled capital of the company both present and future;
- (C) (E) THE book debts and other debts due or owing to the company both present and future.

2. FLOATING CHARGES upon:-

- (A) THE stock-in-trade work-in-progress pre-payments investments quoted on a recognised stock exchange and cash of the company both present and future;
- (B) ALL other the undertaking and all other property and assets of the company both present and future;
- (C) ANY property and assets of the company both present and future not charged by way of fixed charge.

NOTE: The company shall not be entitled to create any mortgage or charge upon and no lien shall in any case or in any manner arise on or affect any part of the property or assets charged by the collateral debenture except as specified in writing by the chargee.

Particulars as to commission allowance or discount (note 3)

NIL

Signed

Date

18 MAY 1993

On behalf of (company)(mortgagee/chargee)+

+delete as appropriate

Notes

- 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) applied (property situated in Scotland or Northern Ireland) and Form No. 398 is submitted.
- A description of the instrument, eg "Trust Deed", "Debenture", "Mortgage" or "Legal charge", etc, as the case may be, should be given.
- 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:
 - subscribing or agreeing to subscribe, whether absolutely or conditionally, or
 - 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 be entered.
- 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 14th MAY 1993
and created by M F & T LIMITED

for securing all moneys due or to become due from 2 FI HOLDINGS LIMITED to
3i GROUP PLC under the terms of THE CHARGE

on any account whatsoever

was registered pursuant to Chapter I Part XII of the Companies Act
1985, on the 19th MAY 1993

Given under my hand at the Companies Registration Office,
Cardiff the 24th MAY 1993

No. 2801412

P. Jones
P. JONES

an authorised officer

C.69

*Post
24.5
HL.*