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* insert full name
of company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

RBS £10 089122

395

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies

Name of company

* BATH & BATH LIMITED

Date of creation of the charge

12TH DECEMBER 2001

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

ASSIGNMENT OF BUILDING CONSULTANT'S APPOINTMENT

Amount secured by the mortgage or charge

All monies obligations and liabilities whether actual or contingent which are now or may at any time hereafter be or become due owing or incurred to Barclays Bank Plc by the Company under the terms of the Loan Agreement dated the 25th October 2001 (whether alone or jointly with any other person and in whatever style name or form and whether a principal or surety)

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

BARCLAYS BANK PLC
50 PALL MALL
LONDON SW1

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

DLA
3 Noble Street
London
EC2V 7EE
DX 33866 FINSBURY SQUARE
MDP.ST.44405.252

Time critical reference

For official use
Mortgage Section

Post room



A18
COMPANIES HOUSE

A8N136M1

0134
15/12/01

The full benefit of the letter of appointment dated 31 October 2000 between Cloche Investments Limited (1) and MSJ Building Consultants (2) and the benefit of any claims or compensation whatsoever arising thereunder or consequent thereupon as a continuing security for the payment and discharge of the liabilities referred to above.

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Particulars as to commission allowance or discount (note 3)

Signed



Date 13th December 2001

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. 03000262

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT AN ASSIGNMENT OF BUILDING CONSULTANT'S APPOINTMENT DATED THE 12th DECEMBER 2001 AND CREATED BY BATH & BATH LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO BARCLAYS BANK PLC ON ANY ACCOUNT WHATSOEVER UNDER THE TERMS OF THE LOAN AGREEMENT DATED 25 OCTOBER 2001 WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 15th DECEMBER 2001.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 20th DECEMBER 2001.

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THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —