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in black type or
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*Insert full name
of company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

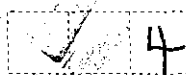
A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge.

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies
(Address overleaf – Note 6)

For official use

Company number



03399036

Name of company

Epic (Ballard) Limited

Date of creation of the charge

22 December 1999

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

Deed of Legal Charge

Amount secured by the mortgage or charge

All moneys, obligations and liabilities whatsoever which may now or at any time in the future be due owing or incurred by Epic Holdings Limited and any company from time to time which is a holding company or subsidiary of Epic Holdings Limited and any subsidiary undertaking or associate of any such company ("Group Member") to Norwich Union Mortgage Finance Limited as trustee for itself and the other lenders ("Trustee") or the trustee, Norwich Union plc and any company which is or becomes a holding company of any such company or subsidiary or associate of any such company or holding company which lends or has lent to, or is at any time owed moneys by, any Group Member ("Lenders") or for or in respect of which any Group Member may be liable to the trustee or any lenders whether present or future, actual or contingent on any account whatsoever and in any manner whatsoever.

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

Norwich Union Mortgage Finance Ltd

P O Box 21, Surrey Street

Norwich

Postcode NR1 3NJ

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

Norwich Union Mortgage Finance Limited
DX 84904
Norwich 3
MFL/CML/JMP/Epic

For official use
Mortgage Section



A03
COMPANIES HOUSE

0488
07/01/00

Time critical reference

The properties listed below together with all buildings and erections and fixtures (including trade fixtures but excluding tenants' fixtures) and fitting thereon and all improvements and additions thereto and all easements, rights and licences appurtenant thereto subject to and with the benefit of all existing leases, underleases, tenancies, agreements to lease, rights, covenants and conditions affecting the same but otherwise free from encumbrance:

1. Freehold land together with the buildings erected thereon known as Ballard House West Hoe Road Plymouth - DN48424
2. All monies deposited with the trustee on the terms set out in Schedule 6 to the deed.
3. By way of floating charge the whole of the company's property, assets, rights and revenues whatsoever and wheresoever, present and future, including the uncalled share capital (if any) or such of them as the context requires.

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Particulars as to commission allowance or discount (note 3)

Nil

*A fee of £10 is
payable to
Companies House
in respect of each
register entry for a
mortgage or
charge.
(See Note 5)*

Signed



Date 6 January 2000

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.
5. Cheques and Postal Orders are to be made payable to **Companies House**.
6. The address of the Registrar of Companies is:-

Companies House, Crown Way, Cardiff CF4 3UZ

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

Pursuant to section 401(2) of the Companies Act 1985

COMPANY No. 03399036

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEED OF LEGAL CHARGE DATED THE 22nd DECEMBER 1999 AND CREATED BY EPIC (BALLARD) LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY AND/OR ANY GROUP MEMBER TO NORWICH UNION MORTGAGE FINANCE LIMITED AS TRUSTEE FOR ITSELF AND ANY OTHER LENDER ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 7th JANUARY 2000.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 11th JANUARY 2000.

A handwritten signature in black ink, appearing to be 'D. J. K.' or similar, with a small vertical line to its right.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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