

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

For official use

Company number

(Address overleaf - Note 6)

Name of company

LEW-WAYS LIMITED, a company incorporated under the laws of England and Wales (the "Company").

Date of creation of the charge

30 March 2000

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

A debenture dated 30 March 2000 (the "Debenture") made between the Company and Roger Kendrick (the "Lender").

Amount secured by mortgage or charge

The "Secured Liabilities" being all liabilities of the Company under or in respect of the Finance Documents (being the Debenture and a Facility Letter dated 30 March 2000 and made between the Company and the Lender) (whether in respect of principal, interest, fees, taxes, costs, expenses or indemnities and whether present or future, actual or contingent).

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

Roger Kendrick

Braye House, Egypt Lane, Farnham Common, Buckinghamshire

Postcode

SL2 3LF

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

Watson, Farley & Williams  
15 Appold Street  
London EC2A 2HB

Ref: JAM/20328.20001/16350141

Time critical reference

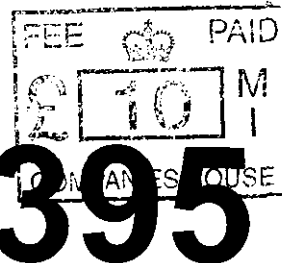
For official Use  
Mortgage Section

Post room



A32  
COMPANIES HOUSE

0511  
15/04/00



HFP004

Please do not write in this margin

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

insert full name of company

Short particulars of all the property mortgaged or charged

1. By way of second legal mortgage, all the Company's estate or interest in all freehold or leasehold property (wheresoever situate) belonging to the Company at the date of the Debenture (and including but not limited to, the property listed in the Appendix to the Debenture) together with all buildings, fixtures and fittings and fixed plant and machinery thereon belonging to the Company;

2. By way of second fixed charge:

(i) all the Company's estate or interest in all freehold or leasehold property (wheresoever situate) hereafter acquired or belonging to the Company, together with all buildings, fixtures and fittings thereon belonging to the Company;

(ii) all plant and machinery now or in the future owned by the Company;

(iii) all stocks, shares, debentures, bonds, notes or other securities of any kind (including all rights and benefits accruing thereto) now or at any time belonging to the Company;

Continued.../4

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)

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge.  
(See Note 6)

Signed *Watson, Farley & Williams*

Date 12 April 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, DX: 33050 Cardiff

Please do not  
write in this  
binding margin

COMPANIES FORM No. 395 (Cont.) AND FORM No. 410 (Scot)(Cont.)

Particulars of a mortgage or charge  
(continued)

Continuation sheet No 1  
to Form No 395 and 410 (Scot)

Company number  
3611954

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

\* delete if  
inappropriate

Name of company LEW-WAYS LIMITED, a company incorporated under the laws of England and Wales (the "Company"). <div style="text-align: right;">Limited</div>
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Description of the instrument relating or evidencing the mortgage or charge (continued) (note 2)

(iv) all present and future uncalled capital and goodwill of the Company;

3. By way of a second assignment:

(i) all present and future book debts and other debts and other moneys due or to become due, owing or payable to the Company;

(ii) all moneys of the Company now or at any time deposited on any account with the Lender or any other bank or financial institution together with the debts represented thereby;

(iii) the benefit of all licences, patents, copyrights, trademarks, design rights and other rights in intellectual property;

(iv) the benefit of all insurance policies (including return of premiums); and

(v) the benefit of all other contracts, agreements, rights, securities, covenants, guarantees, bonds and indemnities of any nature now or at any time enjoyed or held by the Company (including the right to recover rents and the benefit of all rentals payable by any tenants, in each case, payable under leases affecting any part of the Mortgaged Property);

4. By way of second floating charge, all its undertaking and all its other properties, assets and rights whatsoever (and wheresoever situate) now or at any time belonging to the Company, together with all assets of the Company not effectively charged by way of legal mortgage or fixed charge or assignment pursuant to paragraphs 1, 2 or 3 above.

FILE COPY



## CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03611954

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 30th MARCH 2000 AND CREATED BY LEW-WAYS LIMITED FOR SECURING ALL LIABILITIES OF THE COMPANY TO ROGER KENDRICK UNDER OR IN RESPECT OF THE FINANCE DOCUMENTS (BEING THE DEBENTURE AND A FACILITY LETTER DATED 30 MARCH 2000) WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 15th APRIL 2000.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 19th APRIL 2000.

ADH



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



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