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CHFP025

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legibly, preferably
in black type, or
bold block lettering

* 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)

Name of company

* ANDTON HOLDINGS LIMITED

Date of creation of the charge

31 MAY 2002

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

Legal Charge

Amount secured by the mortgage or charge

All monies which now are or at any time hereafter may be or become due or owing by the Company to the Society on any account and all other liabilities whether actual or contingent now existing or hereafter incurred by the Company to the Society (whether in either case due owing or incurred by the Company alone or jointly with any other person(s) and whether as principal or surety) together with interest discount commission costs expenses and charges and so that interest shall be calculated at the rate previously applicable to the relevant indebtedness and compounded according to the usual practice of the Society as well after as before any demand or judgment

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

Principality Building Society Principality Buildings Queen Street
Cardiff

Postcode CF1 1UA

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

Eversheds
Fitzalan House
Fitzalan Road
Cardiff
CF24 0EE

4.DJB.F5311

Time critical reference

For official Use
Mortgage Section

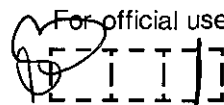
Post room

726509/£20



PUB
COMPANIES HOUSE

0443
07/06/02



Company number

3977457

395

Short particulars of all the property mortgaged or charged

With full title guarantee by way of legal mortgage the properties known as 11 Windsor Road and Windsor Arcade Penarth Vale of Glamorgan as together with all buildings and fixtures from time to time on such property

By way of fixed equitable charge the goodwill of any business now or from time to time carried on from the mortgaged property or any part thereof

By way of floating charge all movable plant machinery utensils furniture and equipment and other chattel assets now or from time to time placed on or about the mortgaged property

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)

Signed

Eversheds

Date 5th June 2002

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

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 CF14 3UZ

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03977457

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 31st MAY 2002 AND CREATED BY ANDTON HOLDINGS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO PRINCIPALITY BUILDING SOCIETY ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 7th JUNE 2002.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 11th JUNE 2002.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —