



COMPANIES FORM No. 395

Particulars of a mortgage or charge**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 black lettering

To the Registrar of Companies

For official use

Company number

2661558

Insert full name
of company

Name of company

NOTEDRAFT LIMITED

Date of creation of the charge

3rd December

19 91

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

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
the company to the chargee in any manner whatever.

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

~~3i plc whose registered office is at~~ 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
31 Homer Road
Solihull, West Midlands B91 3QA

Ref: GIM/IX/NOTEDRAFT

Time critical reference

For official Use
Mortgage Section

Post room

- 5 DEC 1991

Short particulars of all the property mortgaged or charged

Please do not
write in
this margin

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

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;
- (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 ' 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;
- (D) THE goodwill and the uncalled capital of the company both present and future;
- (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 debenture except as specified in writing by the chargee.

Particulars as to commission allowance or discount (scale 3)

NIL

Signed

Date 4th December 1991

On behalf of ~~THE COMPANY~~ (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. This 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 3rd DECEMBER 1991
and created by NOTEDRAFT LIMITED

for securing all moneys now due, or hereafter to become due, or from time
to time accruing due from the company to 3i GROUP PLC

on any account whatsoever

was registered pursuant to Chapter I Part XII of the Companies Act
1985, on the 5th DECEMBER 1991

Given under my hand at the Companies Registration Office,
Cardiff the 11th DECEMBER 1991

No. 2661558

POST

11.12.91

DM

[Signature]
an authorised officer

C.69a