

Doc. No.	Particulars of Mortgage	Names of Mortgagees	Satisfactions
		W/P	Date
61	ALL MONIES. MORTGAGE DEBENTURE	4	14/10/93
Registered 07/01/93	a) A specific equitable charge over the	ULSTER BANK LTD	
Created 19/12/92	Company's estate or interest in all free	47 DONEGALL PLACE	
Acquired	hold or leasehold properties now or at	BELFAST	
Amount	any time belonging to or charged to the	BANKER	
	Company.		
	b) A specific charge over all Book and		
	other debts for the time being but so		
	that the Company shall pay into the		
	Company's account with the Bank all		
	moneys which it may receive in respect		
	of such debts and shall not without the		
	prior consent in writing of the Bank		
	sell factor discount or otherwise charge		
	or assign the same in favour of any		
	other person or purport to do so and the		
	Company shall if called upon to do so by		
	the Bank from time to time execute legal		
	assignments of such book debts and other		
	debts to the Bank.		
	c) A specific charge over its goodwill		
	and the benefit of any licences and all		
	fixed and moveable plant machinery		
	implements utensils furniture and equip-		
	ment for the time being the Company's		
	property.		
	d) A floating charge over the under-		
	taking and all other property and assets		
	present and future but so that the		
	Company shall not without the Banks		
	consent create any mortgage or charge		
	ranking in priority to or pari passu		
	with this Charge		

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COMPANIES FORM No. 402

Particulars of a mortgage or charge

402

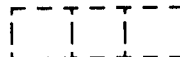
Pursuant to Article 402(1) of the Companies (Northern Ireland) Order 1986.

Please do not
write in
this marginPlease complete
legibly, preferably
in black type, or
bold block lettering* insert full name
of company

To the Registrar of Companies

For official use

Company number



N.I. 13689

23866

Name of company

* CHARLES BRAND LIMITED

Date of creation of the charge

19 DECEMBER 1992

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

MORTGAGE DEBENTURE

Amount secured by the mortgage or charge

All monies now due or hereafter to become due by the Company to Ulster Bank Limited on any account whatsoever and all present and future actual and contingent liabilities of the Company to said Bank with interest commission and charges.

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

Ulster Bank Limited having its principal office at 47 Donegall Place, Belfast

Postcode

BT1 5AU

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

G.W. STRAHAN
Solicitor
Ulster Bank Limited
35/39 Waring Street
Belfast BT1 2ER

For official use
Public Office

Mortgage Section

DEPT. OF ECONOMIC DEVELOPMENT
REGISTERED
- 7 JAN 1993
COMPANIES REGISTRATION
NORTHERN IRELAND

Short particulars of all the property mortgaged or charged

(a) A specific equitable charge over the Company's estate or interest in all freehold or leasehold properties now or at any time belonging to or charged to the Company.

(b) A specific charge over all Book and other Debts for the time being but so that the Company shall pay into the Company's account with the Bank all moneys which it may receive in respect of such debts and shall not without the prior consent in writing of the Bank sell factor discount or otherwise charge or assign the same in favour of any other person or purport to do so and the Company shall if called upon to do so by the Bank from time to time execute legal assignments of such book debts and other debts to the Bank.

(c) A specific charge over its goodwill and the benefit of any licences and all fixed and moveable plant machinery implements utensils furniture and equipment for the time being the Company's property.

(d) A floating charge over the undertaking and all other property and assets present and future but so that the Company shall not without the Bank's consent create any mortgage or charge ranking in priority to or pari passu with this Charge.

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)

NIL

Signed

JWS Graham
Solicitor

Date 7 January 1993

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 (Article 402). 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 (Article 405). 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 (Article 405), 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 Article 405(4) applies (property situate in Great Britain) and Form No. 405 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 Box 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 are insufficient the particulars must be entered on the prescribed continuation sheet.

DUPLICATE FOR THE FILE



NI13689

CERTIFICATE OF THE REGISTRATION OF A MORTGAGE

Pursuant to Article 409(3) of the
Companies (Northern Ireland) Order 1986

I HEREBY CERTIFY that a Mortgage or Charge
dated the Nineteenth day of December One thousand nine hundred and
ninety two and created by

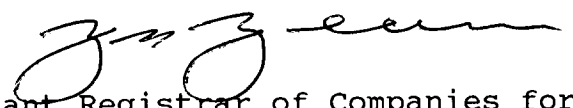
CHARLES BRAND LIMITED

for securing all moneys now due, or hereafter to become due, or from
time to time accruing due from the Company to


ULSTER BANK LIMITED

on any account whatsoever, was this day REGISTERED pursuant to
Part XIII of the Companies (Northern Ireland) Order 1986.

Given under my hand at Belfast, this Seventh day of January
One thousand nine hundred and ninety three


Assistant Registrar of Companies for
Northern Ireland

Certificate
received by



Date 14/JAN/93