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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
(Address overleaf - Note 5)

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

To the Registrar of Companies

For official use

Company number

For official use

2380914

Name of company

* GROUP 4 SECURITAS HOLDINGS LIMITED (the "Company")

* insert full name
of company

Date of creation of the charge

5 December 1998

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

Charge over Deposit as security for "A" Loan Notes (the "Charge over Deposit")

Amount secured by mortgage or charge

All moneys due on or after 5th December 1998 owing or incurred by the Company to any of the holders from time to time of the variable rate secured "A" Loan Notes 2004 issued by the Company pursuant to a loan note instrument dated 5 December 1998 (the "Noteholders") (the "Loan Notes") pursuant to the Loan Notes when the same become due for payment and discharge (the "Liabilities")

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

Please see continuation sheet attached.

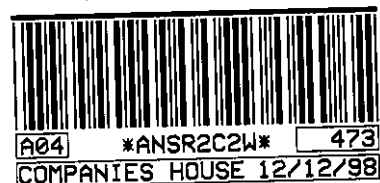
Postcode

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

Burges Salmon
Narrow Quay House
Narrow Quay
Bristol BS1 4AH
RCC.13769.8

For official Use
Mortgage Section

Post room



Time critical reference

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. Charge

The Company with full title guarantee by the Charge Over Deposit charged all sums on or after 5 December 1998 standing to the credit of the account numbered 30659175 with National Westminster Bank plc (the "Deposit") to the Security Trustee by way of first fixed charge as continuing security for the payment and discharge of the liabilities.

2. Covenant by the Company

The Company by the Charge Over Deposit covenanted with the Security Trustee that, until the Liabilities have been paid or discharged in full, the Company shall, inter alia, subject to the provisions of clause 4.2 of the Charge Over Deposit not without the consent of the Security Trustee withdraw all or any part of the Deposit nor sell, assign, mortgage, charge or otherwise encumber, dispose of or deal with or grant or permit third party rights to arise over or against the same or any part thereof or attempt or agree so to do (however the Security Trustee shall not unreasonably withhold its consent to the creation of an encumbrance or charge is over the assets of the Company generally and where the beneficiary of such encumbrance or charge and the Company enter into such documentation as may reasonably be required by the Security Trustee to ensure that the Charge Over Deposit ranks in priority to such other encumbrance or charge)

Particulars as to commission allowance or discount (note 3)

Signed

Byges Jelwa

Date

11.xii.98

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 The address of the Registrar of Companies is:-

Companies House, Crown Way, Cardiff CF4 3UZ, DX: 33050 Cardiff

Particulars of a mortgage or charge
(Continuation)

395

Group 4 Securitas Holdings Limited. Company Number: 2380914

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

GORDON LESLIE HARRIS of Quinton Castle, Keavhey Road, Portaferry, County Down N. Ireland, GROUP 4 SECURITAS HOLDINGS LIMITED (Co No 2380914) r/o Farmcombe House, Broadway, Worcs WR12 7LJ acting jointly as security trustee for the noteholders ("Security Trustee").

FILE COPY



**CERTIFICATE OF THE REGISTRATION
OF A MORTGAGE OR CHARGE**

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

COMPANY No. 02380914

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A CHARGE OVER DEPOSIT AS SECURITY FOR "A" LOAN NOTES DATED THE 5th DECEMBER 1998 AND CREATED BY GROUP 4 SECURITAS HOLDINGS LIMITED FOR SECURING ALL MONEYS DUE ON OR AFTER 5th DECEMBER 1998 FROM THE COMPANY TO ANY OF THE HOLDERS FROM TIME TO TIME OF THE VARIABLE RATE SECURED "A" LOAN NOTES 2004 ISSUED BY THE COMPANY PURSUANT TO A LOAN NOTE INSTRUMENT OF EVEN DATE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 12th DECEMBER 1998.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 15th DECEMBER 1998.


M. IKRAM DAR.

for the Registrar of Companies



COM P A N I E S H O U S E