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* insert full name
of company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

Name of company

* MOUNTCHARM LIMITED

Date of creation of the charge

7 OCTOBER 1998

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

LEGAL CHARGE

Amount secured by the mortgage or charge

ALL THE PRESENT AND FUTURE, ACTUAL AND CONTINGENT INDEBTEDNESS OF
Mountcharm Limited (THE BORROWER) TO THE SOCIETY ON ANY ACCOUNT
WHATSOEVER HELD BY THE BORROWER WITH THE SOCIETY WHETHER SOLELY OR
JOINTLY WITH ANY OTHER PERSON OR PERSONS (NOTWITHSTANDING THAT THERE MAY
FROM TIME TO TIME BE A CREDIT OR NIL BALANCE ON ANY SUCH ACCOUNT AND ALL
THE BORROWER'S OTHER LIABILITIES WHATEVER TO THE SOCIETY TOGETHER WITH
INTERESTS AND ANY OTHER COSTS CHARGES AND LEGAL EXPENSES (ON A FULL
INDEMNITY BASIS) CHARGED OR INCURRED BY THE SOCIETY AND INCLUDING THOSE
ARISING FROM THE SOCIETY IN PROTECTING OR ENFORCING OR ATTEMPTING TO
INFORCE OR PROTECT THIS CHARGE OR ANY OTHER SECURITY (AND ITS RIGHT
THEREUNDER) HELD BY THE SOCIETY FROM TIME TO TIME

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

NATIONWIDE BUILDING SOCIETY
NATIONWIDE HOUSE
PIPERS WAY
SWINDON SN38 1NW

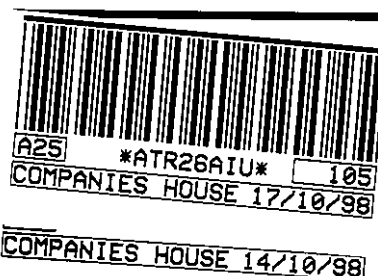
Presentor's name address and
reference (if any):

Fladgate Fielder Solicitor
Heron Place, 3 George
Street, London
W1H 6AD

BAE 14154.071

Time critical reference

For official use
Mortgage Section



Short particulars of all the property mortgaged or charged

BY WAY OF LEGAL MORTGAGE WITH FULL TITLE GUARANTEE
38 HIGH STREET WATFORD HERTFORDSHIRE

TOGETHER WITH ALL BUILDINGS FIXTURES (INCLUDING TRADE FIXTURES) AND FIXED
PLANT AND MACHINERY FROM TIME TO TIME ON THAT MORTGAGE PROPERTY AND THE
GOODWILL OF ANY BUSINESS CARRIED ON AT THE MORTGAGED PROPERTY TOGETHER WITH
THE BENEFIT OF ANY LICENSES AND REGISTRATIONS REQUIRED IN THE RUNNING OF
SUCH BUSINESS

THE BORROWER COVENANTS NOT TO CREATE ANY MORTGAGE OR CHARGE OVER THE PROPERTY
WITHOUT CONSENT

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in black type, or
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lettering

Particulars as to commission allowance or discount (note 3)

NIL

Signed

Date

9/10/98

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.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03000689

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 7th OCTOBER 1998 AND CREATED BY MOUNTCHARM LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO NATIONWIDE BUILDING SOCIETY ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 17th OCTOBER 1998.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 20th OCTOBER 1998.


for the Registrar of Companies



COMPANIES HOUSE

DT 18/10/98