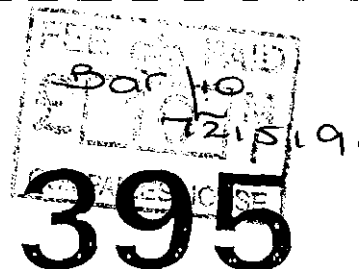


M

Particulars of a mortgage or charge



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

CA

43

01557514

Name of company

ANTLER PROPERTY NORTHERN PLC

Date of creation of the charge

4TH FEBRUARY 2000

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

LEGAL CHARGE

Amount secured by mortgage or charge

All monies and liabilities due owing or incurred by the Mortgagor to the Bank in any manner whatsoever whether actually or contingently or whether solely or jointly with any other person and whether as principal or surety including interest discount commission or other lawful charges and expenses and the retirement of all bills or notes which may be for the time being under discount with the Bank.

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

Investec Bank (UK) Limited
2 Gresham Street, London, EC2V 7QP
Postcode

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

Eversheds
Fitzalan House
Fitzalan Road
CARDIFF CF2 1XZ
REF: 4.CJS.KC.C10637

Time critical reference

For official Use
Mortgage Section

Post room



PMO
COMPANIES HOUSE

0100
17/02/00

particulars of all the property charged

Clause 2.1.1 of the Legal Charge charges by way of mortgage *over the Freehold property known as or being Cringle, Schoods Hill, Winslow Road, Icknield and registered at HM Land Registry with Title Number Gm 77311*

Clause 2.1.2 charges by way of fixed charge to the goodwill of any business from time to time carried on at or from the mortgaged property.

Clause 2.1.3 charges (if the Mortgagor is a Limited Company) by way of Floating Charge all plant machinery equipment furniture and other chattel assets of any nature from time to time located about or on the mortgaged property.

Please do not write in this margin

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

as to commission allowance or discount (note 3)

Gushe

Date
~~Date~~

10/2/00

If of ~~company~~ [chargee]†

† delete as appropriate

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 date of creation of the charge (section 395). If the property is situated in 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 required 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) does not apply (property situated in Scotland or Northern Ireland) and Form No. 398 is submitted.

Description of the instrument, eg "Trust Deed", "Debenture", "Mortgage" or "Legal charge", etc, as the case may be, should be given.

In section there should be inserted the amount or rate per cent. of the commission, allowance or interest (if any) paid or made either directly or indirectly by the company to any person in connection with the issue of the debentures.

Whether the company is subscribing or agreeing to subscribe, whether absolutely or conditionally, or procuring or agreeing to procure subscriptions, whether absolute or conditional, of the debentures included in this return. The rate of interest payable under the terms of the debentures should not be entered.

If the spaces in this form provide insufficient space the particulars must be entered on the attached continuation sheet.

Address of the Registrar of Companies is:-
Companies House, Crown Way, Cardiff CF4 3UZ

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 01557514

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 4th FEBRUARY 2000 AND CREATED BY ANTLER PROPERTY NORTHERN PLC FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO INVESTEC BANK (UK) LIMITED ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 17th FEBRUARY 2000.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 21st FEBRUARY 2000.

A handwritten signature in black ink, appearing to be 'D. J. Jones'.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

C O M P A N I E S H O U S E