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in black type, or
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* insert full name
of Company

COMPANIES FORM No. 395**Particulars of a mortgage or charge**

A fee of £10 is payable to Companies House in respect
of each register entry for a mortgage or charge.

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies
(Address overleaf - Note 6)

For official use

Company number

17

02527062

LB
037230

Name of company

* Bulldog Properties Limited

Date of creation of the charge

29 September 2000

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

Legal Charge

Amount secured by the mortgage or charge

All "regulated indebtedness" and "unregulated indebtedness" and
"excluded indebtedness" as defined in the Legal Charge and set out
below:-

"regulated indebtedness" means all monies and liabilities from time to
time owing or incurred by or for which the Mortgagor may be liable to
the Bank and whether actually or contingently under or by virtue of the
provisions of, or as surety for, or indemnifier in respect of, any
regulated agreement as defined by the Consumer Credit Act 1974 ("the
1974 Act") which either

(1) expressly provides that it is secured by this Legal Charge or
(2) is a debtor-creditor agreement as defined by the 1974 Act enabling
the debtor to overdraw on current account in respect of which the
Director General of Fair Trading has made a determination under Section
74(3) of the 1974 Act,

.../continued

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

C Hoare & Co
37 Fleet Street
London

Postcode EC4P 4DQ

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

Hewitson Becke+Shaw
7 Spencer Parade
Northampton

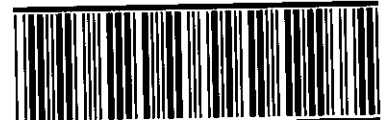
NN1 5AB

Time critical reference

For official Use
Mortgage Section

NON
PART
SIG.

Post room



PMO *PG5FX00M* 2644
COMPANIES HOUSE 30.9.00

COMPANIES HOUSE
COMPANIES HOUSE

05/10/00
30/09/00

Unit 6 Wildmere Close
Wildmere Road Industrial Estate
Banbury

Title Number : ON160009

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Particulars as to commission allowance or discount (note 3)

Signed Hewitson Beebe + Shaw Date 29.9.00

On behalf of [company] [~~mortgagee/chargee~~] †

A fee of £10 is
payable to
Companies House
in respect of each
register entry for a
mortgage or
charge.
(See Note 5)

† 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 Cheques and Postal Orders are to be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is:-
Companies House, Crown Way, Cardiff CF14 3UZ

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Particulars of a mortgage or charge (continued)

Continuation sheet No 1
to Form No 395 and 410 (Scot)

CHA 116

Please complete
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Company Number

02527062

Name of Company

Bulldog Properties Limited

Limited*

* delete if
inappropriate

Description of the instrument creating or evidencing the mortgage or charge (continued) (note 2)

together with interest as provided in any such regulated agreement after as well as before any judgment, and legal and other costs, charges or expenses on a full indemnity basis incurred by or payable to the Bank in the event that the Mortgagor or any other person defaults in the performance of such of his obligations under this Legal Charge as are referable to the security for any such regulated agreement

"excluded indebtedness" means all monies and liabilities from time to time owing or incurred by or for which the Mortgagor may be liable to the Bank and whether actually or contingently under or by virtue of the provisions of, or as surety for, or indemnifier in respect of, any regulated agreement which is not such an agreement of one or other of the types referred to in the preceding sub-paragraph of this clause

"unregulated undebtedness" means all monies and liabilities other than regulated and excluded indebtedness now or henceforth owing or incurred by the Mortgagor (whether alone or with another or others) to the Bank on any account or in any manner whatsoever and whether actually or contingently and whether as principal or surety, including and together with interest as hereinafter mentioned in Clause 2, commission, banking charges and legal and all other costs, charges and expenses on a full indemnity basis.

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Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)

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legibly, preferably
in black type, or
bold block lettering**

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CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02527062

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 29th SEPTEMBER 2000 AND CREATED BY BULLDOG PROPERTIES LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO C HOARE & CO ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 30th SEPTEMBER 2000.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 9th OCTOBER 2000.

P.
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THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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