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

*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)

Name of company

FOMMANIES HOUSE pany number 02592027

* WATERLOO INVESTMENTS LIMITED

Date of creation of the charge

06 OCTOBER 1999

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

Mortgage between (1) Waterloo Investments Limited as the Borrower, and (2) Vastint Holding BV as the Lender

Amount secured by the mortgage or charge

All such sums of money and liabilities as shall for the time being (and whether on or at any time after such demand) be owing to Vastint Holding BV from Northacre Limited under a third Loan Agreement made 06 October 1999 between the same parties, including any interest discount commission and all other banking charges legal and other costs charges and expenses which Vastint Holding BV may in the course of its business charge or incur in respect of any of the matters aforesaid (and so that interest shall be computed at the rate of interest from time to time payable in respect of the monies hereby secured as well as before any judgment obtained by Vastint Holding BV against Northacre Limited).

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

Vastint Holding B.V., of Kabelweg 37, 1014 BA, Amsterdam, The Netherlands.

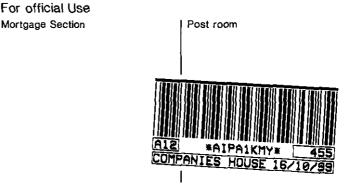
Postcode

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

Simmons & Simmons 21 Wilson Street London EC2M 2TX

6B/U31445/DPN

Time critical reference



Short particulars of all the property mortgaged or charged

Freehold Land and Buildings at 48 Old Church Street, London SW3 5BY as the same is registered at HM Land Registry under Title Number NGL142406.

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ar licular s	สร แ	o commission	allowance or	uiscourit	(note 3)	

None

Signed

Date 14 October 1999

(See Note 5) t delete as appropriate

A fee of £10 is payable to Companies House in respect of each

register entry for a mortgage or charge.

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

Notes

- 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.
- 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.
- The 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. 02592027

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A MORTGAGE DATED THE 6th OCTOBER 1999 AND CREATED BY WATERLOO INVESTMENTS LTD FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO VASTINT HOLDING B.V. ON ANY ACCOUNT WHATSOEVER UNDER A THIRD LOAN AGREEMENT OF EVEN DATE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 16th OCTOBER 1999.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 20th OCTOBER 1999.





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