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in black type, or
bold block lettering

*insert full name
of company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

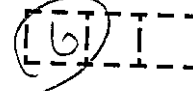
Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

Name of company



2968415

* STERLING CAPITOL PROPERTIES LIMITED

Date of creation of the charge

21 OCTOBER 1998

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

SUPPLEMENTAL DEED OF CHARGE

Amount secured by the mortgage or charge

TO SECURE THE "FURTHER CONSIDERATION" AS DEFINED IN THE SALE AGREEMENT DATED 5 MAY 1995 MADE BETWEEN (1) AF BUDGE LIMITED (2) THE RECEIVERS OF AF BUDGE LIMITED (3) STERLING CAPITOL PROPERTIES LIMITED AND (4) STERLING CAPITOL PLC

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

AF BUDGE LIMITED (IN RECEIVERSHIP) WHOSE REGISTERED OFFICE IS AT WEST CARR ROAD, RETFORD, NOTTINGHAMSHIRE DN22 7SW

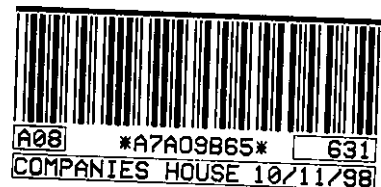
Presentor's name address and
reference (if any):

PINSENT CURTIS
41 PARK SQUARE
LEEDS LS1 2NS

DX: 26440, LEEDS 28

Time critical reference

For official use
Mortgage Section



Short particulars of all the property mortgaged or charged

FREEHOLD LAND AT THORNE, NEAR DONCASTER COMPRISING 0.06 ACRES AND REGISTERED AT HM LAND REGISTRY ALONG WITH OTHER LAND WITH TITLE NUMBER SYK 362543

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

Particulars as to commission allowance or discount (note 3)

NONE

Signed

Pauline Curtis

Date

9.11.98.

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. 02968415

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A SUPPLEMENTAL DEED OF CHARGE DATED THE 21st OCTOBER 1998 AND CREATED BY STERLING CAPITOL PROPERTIES LIMITED FOR SECURING THE "FURTHER CONSIDERATION" DUE FROM THE COMPANY TO A F BUDGE LIMITED AS DEFINED IN THE SALE AGREEMENT DATED 5TH MAY 1995 WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 10th NOVEMBER 1998.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 11th NOVEMBER 1998.

A handwritten signature in dark ink, appearing to read 'L. Howells'.

L. HOWELLS.

for the Registrar of Companies



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

DP 11/11/98