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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

151

3130155

Name of company

* VICTORIA COURT (SOUTHPORT) LIMITED

Date of creation of the charge

2 October 1998

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

CHARGE DEED (FORM 453)

Amount secured by the mortgage or charge

All monies now or hereafter advanced to the Borrower by the Lender or from time to time due to the Lender and all other interest commission fees charges due thereon and all other indebtedness of the Borrower to the Lender whatsoever on any account in any manner whether alone or jointly with any other firm or corporation whether as principal or surety whether certain or contingent and all costs charges expenses and other sums expended by the Lender or any receiver or by any delegate or subdelegate appointed by the Lender pursuant to the terms of the charge and all costs and expenses incurred by the Lender in connection with any claims or proceedings brought by the Borrower or any third party in connection with the validity of the security.

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

Bradford & Bingley Building Society, PO Box 88, Crossflatts, Bingley, West Yorkshire BD16 2UA

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

Pinsent Curtis
41 Park Square
LEEDS
LS1 2NS

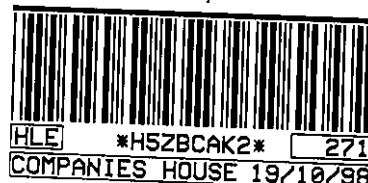
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Time critical reference

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For official use
Mortgage Section

Post room



Short particulars of all the property mortgaged or charged

(A) By way of fixed charge by way of legal mortgage all that property as described on the attached continuation sheet and all buildings trade and other fixtures fixed plant and machinery from time to time thereon.

(B) The goodwill of any trade or business or other commercial activity on or engaged in by the Borrower and all licenses patents patent applications trademarks copyrights and all other intellectual property rights belonging to the Borrower.

(C) The benefit of all present and future licenses consents permissions agreements held in connection with the carrying on of any business or development by the Borrower.

(D) All bookdebts and other monetary debts and claims now or from time to time due or owing to the Borrower.

(E) All stocks shares and other securities now or at any time belonging to the Borrower.

(F) An equitable charge over all estates and interests in any land now or hereafter belonging to or charged to the Borrower and licences now or hereafter held by the Borrower to enter upon and use such land.

(G) By way of first floating charge all plant machinery implements utensils vehicles goods and other equipment and items belonging to the Borrower and all rights and assets whatever wheresoever other than those specifically charged above.

AND no disposition mortgage charge pledge or dealing by the Borrower over or in respect of any of the charged property is to be charged or registered without the consent of the proprietor for the time of this charge.

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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

Richard Curtis

Date

16 October 1991

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.

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Particulars of a mortgage or charge (continued)

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

CHA 116

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Company Number

3130155

Name of Company

VICTORIA COURT (SOUTHPORT) LIMITED

Limited*

* delete if
inappropriate

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

ALL THAT property registered at HM Land Registry under title numbers NGL 742357, NGL 742355, NGL 742358 and LN 167289 being Firstly All that freehold land together with the buildings erected thereon known as 83 Fernhead Road, City of Westminster; Secondly All That freehold land together with the buildings erected thereon known as 85 Fernhead Road, City of Westminster; Thirdly All That freehold land together with buildings erected thereon known as 87 Fernhead Road, City of Westminster; and Finally All That freehold land and buildings erected thereon known as 1 Fordingley Road, City of Westminster

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03130155

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A CHARGE DEED DATED THE 2nd OCTOBER 1998 AND CREATED BY VICTORIA COURT (SOUTHPORT) LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO BRADFORD & BINGLEY BUILDING SOCIETY ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 19th OCTOBER 1998.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 22nd OCTOBER 1998.

Peter C Protheroe

for the Registrar of Companies



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

MS
22-10-98
JP