



COMPANIES FORM No. 395

395

Particulars of a mortgage or charge

Please do not
write in
this margin

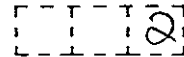
Pursuant to section 395 of the Companies Act 1985

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

*Insert full name
of company

To the Registrar of Companies

For official use Company number



3236902

Name of company

* BISHOPSGATE VENTURES LIMITED

Date of creation of the charge

3rd November 1998

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

2

LEGAL CHARGE

Amount secured by the mortgage or charge

All the Company's liabilities to The Royal Bank of Scotland plc
"the Bank" of any kind and in any currency (whether present or
future actual or contingent and whether incurred alone or jointly
with another) including banking charges commission interest costs
and expenses

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

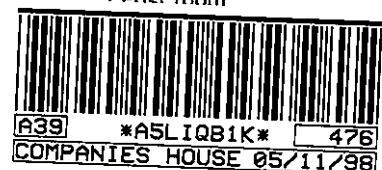
The Royal Bank of Scotland plc	
36 St Andrew Square,	
Edinburgh	Postcode EH2 2YB

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

Hartley Linfoot & Whitlam
3 St. Peters Close
Sheffield S1 2EJ
Ref: GAV/CH

For official use
Mortgage section

Post room



Time critical reference

Short particulars of all the property mortgaged or charged

1. By way of legal mortgage:-

Freehold property known as Captain's House, Captains Row, Lymington, Hampshire more particularly described in a Conveyance dated 2.11.59 and made between Anne Veronica Whalley and Diana MacKinley Pearson ("the Property") all covenants and rights affecting or concerning the Property and any share from time to time held by the Company in any landlord or management company of the Property.

2. By way of fixed charge:-

2.1 The plant machinery and fixtures and fittings of the Company now and in the future at the Property

2.2 The furniture furnishings equipment tools and other chattels of the Company now and in the future at the Property and not regularly disposed of in the ordinary course of business

2.3 The present and future goodwill of any business carried on at the Property by or on behalf of the Company and the proceeds of any insurance from time to time affecting the Property or the assets referred to above.

Please do not write in this margin

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

PROP.
30

Particulars as to commission allowance or discount (note 3)

Signed

Heather MacKinley Pearson

Date

4th November 1998

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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Note:- The Legal Charge contains covenants by the Company with the Bank not without the Bank's prior written consent to:

- (a) create or permit to arise any mortgage charge or lien on the charged property nor to dispose of the charged property
- (b) grant or accept a surrender of any lease or licence or part with or share possession or occupation of the Property

FILE COPY



**CERTIFICATE OF THE REGISTRATION
OF A MORTGAGE OR CHARGE**

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

COMPANY No. 03236902

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 3rd NOVEMBER 1998 AND CREATED BY BISHOPSGATE VENTURES LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE ROYAL BANK OF SCOTLAND plc ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 5th NOVEMBER 1998.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 9th NOVEMBER 1998.

L. E. Nichols
LINDSAY E. NICHOLS

for the Registrar of Companies

P
9/11/98
[Signature]



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