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COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

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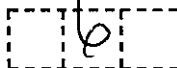
Pursuant to section 395 of the Companies Act 1985
(Address overleaf - Note 5)

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

To the Registrar of Companies

For official use

Company number



3259476

Name of company

• SHANKHILL LIMITED (the "Company")

* insert full name of
company

Date of creation of the charge

10 August 1998

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

Legal Charge

Amount secured by mortgage or charge

All monies and liabilities which now or shall at any time thereafter be due, owing or incurred to the Bank by the Company whether actually or contingently and whether presently or in the future and whether solely or jointly with any other person, whether as principal or surety and in any way whatsoever, on a full unlimited indemnity basis including all costs, charges, losses, expenses and interest.

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

CLYDESDALE BANK PLC ("the Bank") of 30 St Vincent Place, Glasgow

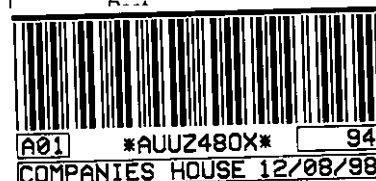
Postcode G1 2HL

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

Davies Arnold Cooper
12 Bridewell Place
London EC4V 6AD
Ref: 527/7792.41/AR

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For official Use
Mortgage Section



Time critical reference

Short particulars of all the property mortgaged or charged

By way of legal mortgage the following properties:-

1. All that freehold property known as 22 Yarborough Road, Lincoln and registered at H M Land Registry with title absolute under Title Number LL44954.

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

Particulars as to commission allowance or discount (note 3)

N/A

Signed

James Arnold Cooper

Date 11 August 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.
- 5 The address of the Registrar of Companies is:-

Companies House, Crown Way, Cardiff CF4 3UZ, DX: 33050 Cardiff

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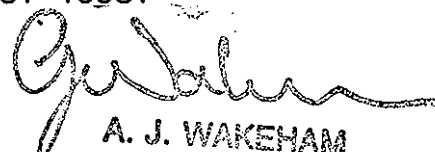
CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03259476

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 10th AUGUST 1998 AND CREATED BY SHANKHILL LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO CLYDESDALE BANK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 12th AUGUST 1998.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 13th AUGUST 1998.


A. J. WAKEHAM

for the Registrar of Companies

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