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in black type, or
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*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

U1410

3292034

Name of company

* LONEBRIDGE UK LIMITED

Date of creation of the charge

19th June 1998

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

ASSIGNMENT OF RENT ACCOUNT

Amount secured by the mortgage or charge

Any and all sums (of principal, interest, fees or otherwise) due or to become due to KBC Bank NV, London Branch ("the Chargee") from the Company or any other person who is a party to any guarantee indemnity mortgage charge pledge or other security ("Related Security Document") now or from time to time hereafter held by or entered into with the Chargee in respect of or in connection with the Sterling Term Loan Agreement between the Chargee and the Company dated 17th June 1998 ("the Agreement"), this Assignment or any Related Security Document.

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

KBC Bank NV, London Branch, Exchange House, Primrose Street, London EC2A 2HQ

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

Hamlin Slowe Solicitors
Roxburghe House
273-287 Regent Street
London
W1A 4SQ

188/354/K0440-1

Time critical reference

For official use
Mortgage Section

Post room

A04 *A9SYY7IW* 120
COMPANIES HOUSE 01/07/98

Short particulars of all the property mortgaged or charged

All of the Company's right title and interest in and to all monies whether of principal or of interest from time to time standing to the credit of or earned on the deposit account with a branch of the Chargee (Sort Code 16-54-87) in the name of "Lonebridge Rent Deposit Account"

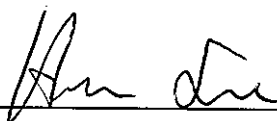
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Particulars as to commission allowance or discount (note 3)

nil

Signed



Date 29th June 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.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

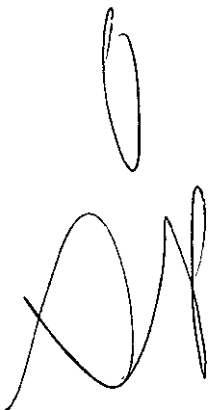
COMPANY No. 03292034

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT AN ASSIGNMENT OF RENT ACCOUNT DATED THE 19th JUNE 1998 AND CREATED BY LONEBRIDGE UK LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO KBC BANK NV OR ANY OTHER PERSON WHO IS A PARTY TO ANY GUARANTEE INDEMNITY MORTGAGE CHARGE PLEDGE OR OTHER SECURITY NOW OR FROM TIME TO TIME HEREAFTER HELD BY OR ENTERED INTO WITH KBC BANK NV IN RESPECT OF OR IN CONNECTION WITH THE STERLING TERM LOAN AGREEMENT WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 1st JULY 1998.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 3rd JULY 1998.


D. JENKINS

for the Registrar of Companies



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