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COMPANIES FORM No. 395

395

Particulars of a mortgage or charge

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write in
this margin

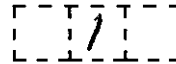
Pursuant to section 395 of the Companies Act 1985

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

To the Registrar of Companies



For official use Company number



3423317

Name of company

* TUFTON DEVELOPMENTS LIMITED

*Insert full name
of company

Date of creation of the charge

2nd September 1998

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

Legal Mortgage dated 2nd September 1998

Amount secured by the mortgage or charge

All money and liabilities whatever, whenever and howsoever incurred by
United House Group Limited and by the Mortgagor whether now or in the
future

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

Midland Bank plc, whose registered office is at Poultry in the

City of London

Postcode EC2P 2BX

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

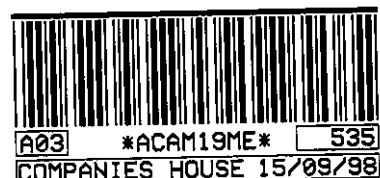
WINWARD FEARON

DX 37959 KINGSWAY

Ref: RH/WGRF/467-143-S

For official use
Mortgage section

Post room



Time critical reference

Short particulars of all the property mortgaged or charged

The property at 25-30 Marsham Street and 45-50 Tufton Street
Westminster London registered with Title No. NGL 653340 (Freehold)

with the benefit of all rights, licences, guarantees, rent deposits,
contracts, deeds, undertakings and warranties relating to the property;

any shares or membership rights in any management company for the
Property;

any goodwill of any business from time to time carried on at the Property

any rental and other money payable under any lease, licence or other
interest created in respect of the Property; and

all other payments whatever in respect of the Property.

Please do not
write in
this margin

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

Particulars as to commission allowance or discount (note 3)

NIL

Signed



Date 14th September 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. 03423317

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL MORTGAGE DATED THE 2nd SEPTEMBER 1998 AND CREATED BY TUFTON DEVELOPMENTS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM UNITED HOUSE GROUP LIMITED AND THE COMPANY TO MIDLAND BANK PLC UNDER THE TERMS OF THE CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 15th SEPTEMBER 1998.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 17th SEPTEMBER 1998 .

A handwritten signature in dark ink, appearing to read 'Phil Davies'.

PHIL DAVIES

for the Registrar of Companies



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

DX
27
17/9 .