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*insert full name
of company

Particulars of a mortgage or charge

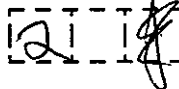
395

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number



3485236

Name of company

* NATIONAL SPACE SCIENCE CENTRE

Date of creation of the charge

16 November 1998

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

Charge over Agreement.

Amount secured by the mortgage or charge

All moneys obligations and liabilities whatsoever whether for principal interest or otherwise which may now or at any time in the future be due owing or incurred by the Mortgagor to the Commission whether present or future actual or contingent and whether alone severally or jointly as principal guarantor surety or otherwise and in whatever name or style or whether on any current or other account or in any other manner whatsoever and including but without limitation all interest commission fees and legal and other costs charges and expenses which the Commission or any Receiver may charge or incur in relation to the Mortgagor or the Charge and the preparation negotiation and creation or the Charge and/or in relation to the property charged under the Charge and/or breach of any provisions of, and the protection realisation or enforcement of, the Charge in each case on a full indemnity basis.

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

THE MILLENNIUM COMMISSION including its successors in title and assigns ("the Commission") of Portland House, Stag Place, London

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

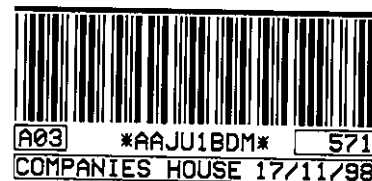
LEWIS SILKIN
Windsor House, 50 Victoria
Street, London , , SW1H
ONW

Ref: KFP/6427-44

Time critical reference

For official use
Mortgage Section

Post room



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(1) all that the benefit of the Mortgagor's interest in an Agreement to purchase the freehold title to the Property (as defined below) dated 6 November 1998 and made between Severn Trent Water Limited (1) and the Mortgagor (2) and any variation amendment novation or extension thereof or supplement thereto from time to time in force ("the Agreement");
(2) all rights titles benefits and interests of the Mortgagor whatsoever present and future whether proprietary contractual or otherwise arising out of or connected with or relating to the Agreement including without limitation all claims for damages in respect of any breach thereof;
(3) all the Mortgagor's present and future interest (whether legal or equitable) in (a) 1.356 ha of Freehold land at Wallingford Road, Leicester and any part or parts of it including all rights attached or appurtenant it and all buildings fixtures fittings plant and machinery from time to time situate on it ("the Property") and (b) in the lease of the Property to be granted to the Mortgagor in accordance with the Agreement.

Particulars as to commission allowance or discount (note 3)

n/a

Signed

Date 16.11.98

On behalf of [company] [mortgagee/chargee] †

† delete as
appropriate

- 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. 03485236

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A CHARGE OVER AGREEMENT DATED THE 16th NOVEMBER 1998 AND CREATED BY NATIONAL SPACE SCIENCE CENTRE FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE MILLENNIUM COMMISSION ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 17th NOVEMBER 1998.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 19th NOVEMBER 1998.

A handwritten signature in dark ink, appearing to read 'J. M. Evans'.

J. M. EVANS

for the Registrar of Companies

P.
19/11
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C O M P A N I E S H O U S E