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in black type, or
bold block lettering

* insert full name
of Company

COMPANIES FORM No. 395**Particulars of a mortgage or charge**

A fee of £10 is payable to Companies House in respect
of each register entry for a mortgage or charge.

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies
(Address overleaf - Note 6)

For official use : Company number



3654595

Name of company

* Silverluck plc

Date of creation of the charge

1st April 1999

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

The legal charge between the Company and Downing Classic VCT PLC
(Company number: 3657159) ("the Investor") dated 1st April 1999 ("the
Charge")

Amount secured by the mortgage or charge

All the Company's liabilities to the Investor of any kind and in any
currency (whether present or future actual or contingent and whether
incurred alone or jointly with another) together with the Investor's
charges and commission Interest and Expenses

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

Downing Classic VCT PLC
69 Eccleston Square
London

Postcode SW1V 1PJ

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

Cameron McKenna
Mitre House
160 Aldersgate Street
London
EC1A 4DD

50829712/LQC/AMN/102598.1

Time critical reference

For official Use
Mortgage Section

Post room



Short particulars of all the property mortgaged or charged

Rider 1

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in black type, or
bold block
lettering

Particulars as to commission allowance or discount (note 3)

Signed

Carren Mchenna

Date

15.4.99

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

A fee of £10 is
payable to
Companies House
in respect of each
register entry for a
mortgage or
charge.
(See Note 5)

† 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 Cheques and Postal Orders are to be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is:-
Companies House, Crown Way, Cardiff CF4 3UZ

RIDER 1

Company Name: Silverluck plc
Company Number: 3654595
Particulars of a Legal Charge, Form 395

Rider 1: Short particulars of all the property charged

1. By way of legal mortgage of all legal interests and otherwise by way of fixed charge all those premises known as 195/197 Kings Road, London SW2 as the same are comprised in an Underlease dated 1st April 1999 made between Capital Radio Restaurants Limited (1) and the Company (2) ("the Property") (to the full extent of the Company's interest in the Property or its proceeds of sale)
2. By way of fixed charge the following assets ("the Charged Assets"):-
 - (i) all the plant machinery and fixtures and fittings of the Company now and in the future at the Property
 - (ii) all 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
3. By way of fixed charge the benefit of all justices excise or other licences or registration certificates held from time to time in connection with the business carried on at the Property whether by the Company or any nominee of the Company ("the Licences") and the right to recover and receive any compensation payable at any time on account of the non-renewal of the Licences
4. By way of fixed charge the present and future goodwill of any business carried on at the Property by or on behalf of the Company ("the Goodwill") and the proceeds of any insurance from time to time affecting the Property the Charged Assets or the Licences

Note 1: the Charge contains covenants by the Company with the Investor that the Company will not without the prior written consent of the Investor

1. create or permit to arise any mortgage charge or lien on the Property the Charged Assets the Goodwill or the Licences
2. grant or accept a surrender of any lease or licence of the Property the Charged Assets the Goodwill or the Licences
3. Dispose of or part with or share possession or occupation of the Property the Charged Assets the Goodwill or the Licences

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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. 03654595

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 1st APRIL 1999 AND CREATED BY SILVERLUCK PLC FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO DOWNING CLASSIC VCT PLC UNDER THE TERMS OF THE CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 15th APRIL 1999.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 22nd APRIL 1999.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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

HC026B