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COMPANIES FORM No. 410(Scot)

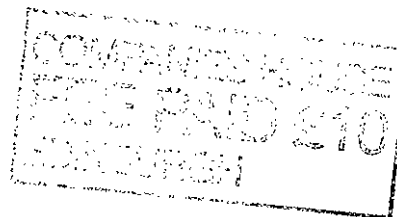
Particulars of a charge created by a company registered in Scotland

410

CHA 116

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Pursuant to section 410 of the Companies Act 1985

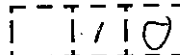


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in black type, or
bold block lettering

To the Registrar of Companies
(Address overleaf - Note 5)

For official use

Company number



SC130778

Name of Company

* SOUTH EASTERN RECOVERY II PLC

* insert full name
of company

Date of creation of the charge (note 1)

5 May 1999

Description of the instrument (if any) creating or evidencing the charge (note 1)

Legal Charge

Amount secured by the charge

All sums and obligations due or to become due from time to time by the
Company to Clydesdale Bank Public Limited Company

Names and addresses of the persons entitled to charge

Clydesdale Bank Public Limited Company, incorporated under the Companies
Acts and having their Registered Office at Number Thirty Saint Vincent
Place, Glasgow, Strathclyde, G1 2HL

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

D J Freeman
1 Fetter Lane
LONDON

EC4A 1JB

For official use

Charges Section

| Post room



SCT *SLYACGLY* 625
COMPANIES HOUSE 24/05/99

Short particulars of all the property charged.

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legibly, preferably
in black type or
bold block lettering

Flat numbers 2, 5, 7, 11, 12, 16, 17, 18, 23, 25, 26, 27, 28, 29, 30, 31, 32, 33 and 34 Milton Lodge 6 Hadlow Road Sidcup Kent registered under title number SGL553501 ~~the Company covenants with the Chargee not without the consent of the Chargee to create or to attempt to create or permit to subsist any mortgage or charge upon or permit any lien or other encumbrance to arise on or to affect any part of the Charged Property~~ DT

Statement, in the case of a floating charge, as to any restrictions on power to grant further securities and any ranking provision (note 2)

Not Applicable

Particulars as to commission, allowance or discount paid (see section 413(3))

Not applicable

Signed D. J. Freeman

Date 20 May 1999

On behalf of ~~[company]~~ [chargee] †

Notes

1. A description of the instrument e.g. "Standard Security" "Floating Charge" etc, should be given. For the date of creation of a charge see section 410(5) of the Act. (Examples - date of signing of an Instrument of Charge; date of recording/registration of a Standard Security; date of intimation of an Assignment.)

† delete as
appropriate

2. In the case of a floating charge a statement should be given of (1) the restrictions, if any, on the power of the company to grant further securities ranking in priority to, or pari passu with the floating charge; and/or (2) the provisions, if any, regulating the order in which the floating charge shall rank with any other subsisting or future floating charges or fixed securities over the property which is the subject of the floating charge or any part of it.

3. A certified copy of the instrument, if any, creating or evidencing the charge, together with this form with the prescribed particulars correctly completed must be delivered to the Registrar of Companies within 21 days after the date of the creation of the charge. In the case of a charge created out of the United Kingdom comprising property situated outside the U.K., within 21 days after the date on which the copy of the instrument creating it could, in due course of post, and if despatched with due diligence, have been received in the U.K. Certified copies of any other documents relevant to the charge should also be delivered.

4. A certified copy must be signed by or on behalf of the person giving the certification and where this is a body corporate it must be signed by an officer of that body.

5. The address of the Registrar of Companies is:-

Companies Registration Office
102 George Street
Edinburgh EH2 3DJ



**CERTIFICATE OF THE REGISTRATION
OF A CHARGE**

Company number 130778

I hereby certify that a charge created by

SOUTH EASTERN RECOVERY II PLC

on 5 MAY 1999

for securing ALL SUMS DUE, OR TO BECOME DUE

in favour of CLYDESDALE BANK PUBLIC LIMITED COMPANY

was delivered pursuant to section 410 of the Companies Act, 1985,
on 24 MAY 1999

Signed at Edinburgh
25 MAY 1999



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



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

N.B. Searchers may find it desirable to refer to the documents mentioned in column (2) for more detailed particulars

REGISTER of Charges, Alterations to Charges,

COMPANY: SC130778 CHARGE: 10

| (1) Date of Registration | (2) Serial Number of Document on File | (3) Date of Creation of each Charge and Description thereof | (4) Date of the aquisition of the Property | (5) Amount secured by the Charge £ | (6) Short Particulars of the Property Charged | (7) Names of the Persons entitled to the Charge |
|--------------------------------|---|--|--|---|--|---|
| 24/05/1999 | | 5/ 5/99 LEGAL CHARGE | | ALL SUMS DUE, OR TO BECOME DUE | FLAT NUMBERS 2,5,7,11,12,16,17,18,23,25,26,27,28,29,30- ,31,32,33 AND 34 MILTON LODGE, 6 HADLOW ROAD, SIDCUP,KENT | CLYDESDALE BANK PUBLIC LIMITED COMPANY |

Memoranda of Satisfaction and Appointments etc. of Receivers

N.B. Searchers may find it desirable to refer to the documents mentioned in column (2) for more detailed particulars

COMPANY: SC130778 CHARGE: 10

| (8) In the case of a floating charge, a statement of the provisions, if any, prohibiting or restricting the creation by the company of any fixed security or any other floating charge having priority over, or ranking <i>pari passu</i> with the floating charge. | (9) In the case of a floating charge, a statement of the provisions if any regulating the order in which the floating charge shall rank with any other subsisting or future floating charges or fixed securities over the property the subject of the floating charge or any part of it. | (10) Amount or rate per cent of the Commission Allowance or discount | (11) Memoranda of Satisfaction | (12) Receiver | | |
|--|---|---|---------------------------------------|----------------------|---------------------|------------------------|
| | | | | Name | Date of Appointment | Date of Ceasing to act |
| | | | | | | |