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CHFP025

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legibly, preferably
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

11011

623364

Name of company

* TOWN CENTRE SECURITIES PLC (the "Mortgagor")

Date of creation of the charge

30 MARCH 1999

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

Legal Mortgage (the "Mortgage")

Amount secured by the mortgage or charge

(1) All present and/or future indebtedness of the Mortgagor to the Bank on any current and/or other account with interest and bank charges;
(2) All other liabilities whatsoever of the Mortgagor to the Bank present future actual and/or contingent; and
(3) All costs charges and expenses howsoever incurred by the Bank in relation to the Mortgage and such indebtedness and/or liabilities on a full indemnity basis, and the payment of interest on the foregoing day by day from demand until full discharge at the rate payable or deemed to be payable by the Mortgagor.

The costs and expenses referred to herein shall include (for the avoidance of doubt) all amounts the Bank may from time to time require to compensate it for its internal management and administrative costs and expenses incurred in connection with the enforcement of the Mortgage and recovery of the liabilities secured by it.

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

National Westminster Bank Plc whose registered office is at 41 Lothbury
London EC2P 2BP

Postcode

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

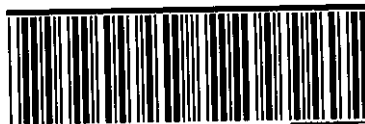
Eversheds Solicitors
Cloth Hall Court
Infirmary Street
Leeds
LS1 2JB

C5.MXS.HFT 75578

Time critical reference

For official Use
Mortgage Section

Post room



A23 *AH1Z7FAN* 108
COMPANIES HOUSE 07/04/99

Short particulars of all the property mortgaged or charged

(1) The Mortgagor charges with full title guarantee by way of legal mortgage all and every interest in or over the freehold property known as 2-8 Pavement and 5 Piccadilly York registered with title number NYK192820 which the Mortgagor now or hereafter has power so to charge and charges in equity all other interests therein (the "Mortgaged Property") and the proceeds of sale thereof and all moneys to be received under any policy of insurance effected in respect of the Mortgaged Property;

(2) With full title guarantee the Mortgagor also charges by way of floating security all movable plant machinery implements utensils furniture and equipment building and other material goods and other effects now and from time to time placed on or used about the Mortgaged Property (the "Charged Effects") with the discharge on demand of all monies costs and interest as aforesaid and the expression the "Mortgaged Property" shall be construed accordingly.

Cont'd ...

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Particulars as to commission allowance or discount (note 3)

NIL

Signed

Eveshed

Date

6/4/99

On behalf of [company] [~~mortgagor/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

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Particulars of a mortgage or charge (continued)

Continuation sheet No 1
to Form No 395 and 410 (Scot)

CHFP025

Please complete
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bold block lettering

Company Number

623364

Name of Company

TOWN CENTRE SECURITIES PLC (the "Mortgagor")

Limited*

* delete if
inappropriate

Description of the instrument creating or evidencing the mortgage or charge (continued) (note 2)

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

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Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)

Please complete
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(3) The Mortgagor with full title guarantee hereby assigns unto the Bank all that the goodwill and connection of any business or businesses from time to time carried on in or upon the Mortgaged Property or any part or parts thereof and the full benefit of all licences (which expression shall also include any registrations) held in connection with such business(es) subject to redemption on payment of all liabilities hereby secured and the expression "the Mortgaged Property" shall be construed accordingly.

Please complete
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bold block lettering

The Mortgagor will take out and maintain all necessary licences for the due carrying on of such business(es) and will not do or suffer to be done any act matter or thing whereby any such licences may be lost or not renewed and will (to the fullest extent possible) at all times at the Mortgagor's cost execute all such instruments and do all such things as shall be requisite for transferring and vesting all or any such licences to and in the nominee(s) of the Bank or any other person(s) as the Bank may direct and the Mortgagor hereby irrevocably and by way of security appoints the Bank to be the attorney of the Mortgagor in the name of the Mortgagor to apply for and obtain the renewal of any such licences and to sign all proper notices and other documents and to do all necessary acts for assigning or transferring all or any such licences to such person(s) as the Bank may think fit. Without prejudice to the above the Mortgagor consents to the making of any protection order in respect of the Mortgaged Property or any part or parts thereof to such person or persons as the Bank or any Receiver appointed hereunder may specify and/or the transfer of any such licence as aforesaid and agrees that the Mortgage may be produced (and shall be admissible) as evidence of such consent.

FILE COPY



**CERTIFICATE OF THE REGISTRATION
OF A MORTGAGE OR CHARGE**

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

COMPANY No. 00623364

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL MORTGAGE DATED THE 30th MARCH 1999 AND CREATED BY TOWN CENTRE SECURITIES PLC FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO NATIONAL WESTMINSTER BANK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 7th APRIL 1999.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 9th APRIL 1999.

[Handwritten signature]



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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