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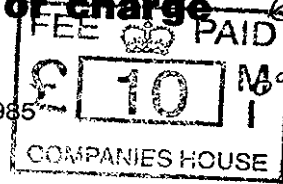
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Please complete
legibly, preferably
in black type, or
bold block lettering

* insert full name
of company

COMPANIES FORM No. 395

Particulars of a mortgage or charge



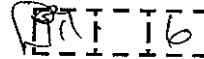
395

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number



02774232

Name of company

* HERITAGE OF LONDON TRUST OPERATIONS LIMITED ✓

Date of creation of the charge

1ST MARCH 1999 ✓

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

DEED OF LEGAL CHARGE

Amount secured by the mortgage or charge

6

All monies, obligations and liabilities which shall for the time being (and whether upon or at any time after demand) be due, owing or incurred in connection with a loan of £200,000 the offer date of which is 5th August 1999 to the mortgagee by the company whether actually or contingently and whether solely or jointly with any other person and whether as principal or surety, and whether or not the mortgagee shall have been an original party to the relevant transaction, including interest discount commission or other lawful charges and expenses which the mortgagee may, in the course of its business, charge in respect of any of the matters aforesaid or for keeping the company's account(s) (and also including costs charges and expenses).

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

THE CO-OPERATIVE BANK PLC
CHELMSFORD BUSINESS CENTRE, CARE OF 28/29 JOHN FROST SQUARE, NEWPORT,
NP9 1WS

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

Mills & Reeve
Francis House
3-7 Redwell Street
Norwich
NR2 4TJ

HUT/HOLTOP

Time critical reference

For official use
Mortgage Section

Post room



Short particulars of all the property mortgaged or charged

First by way of Legal Mortgage Thopre Coombe House Forest Road Walthamstow London E17 (Title No. EGL354449) ("the Property").

Second by way of floating charge all unfixed plant and machinery and other chattels and equipment at any time in on or about the Property or any part thereof.

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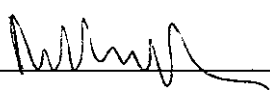
Please complete legibly, preferably in black type, or bold block lettering

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Particulars as to commission allowance or discount (note 3)

N/A

Signed



Date 1ST MARCH 1999

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. 02774232

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 1st MARCH 1999 AND CREATED BY HERITAGE OF LONDON TRUST OPERATIONS LTD. FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO CO-OPERATIVE BANK PLC IN CONNECTION WITH A LOAN OF £200,000 THE OFFER DATE OF WHICH IS 5 AUGUST 1997 WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 1st MARCH 1999.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 4th MARCH 1999.

P. E. Nicholas
UNDER SECRETARY

for the Registrar of Companies



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

HC026B