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COMPANIES FORM No. 395

Particulars of a mortgage or charge

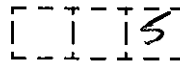
395

Please do not
write in
this margin

Pursuant to section 395 of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block letteringTo the Registrar of Companies
(Address overleaf—Note 5)

For official use



Company number

00961738

Name of company

* Walter Lawrence Estates Limited (the "Chargor")

* insert full name
of company

Date of creation of the charge

23rd November 1995

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

A Composite Guarantee and Debenture (the "Guarantee and Debenture") dated 23rd November 1995 between (1) the Company and others and (2) Barclays Bank PLC (the "Security Trustee").

Amount secured by the charge

See continuation sheet (A) attached.

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

Barclays Bank PLC (as Security Trustee for the Beneficiaries) (the "Security Trustee")

Murray House

1 Royal Mint Court, London

Postcode

EC3N 4HH

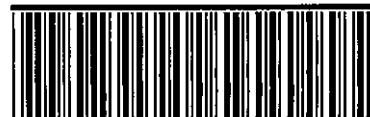
Presentor's name address and
reference (if any):Clifford Chance
200 Aldersgate Street
London
EC1A 4JJ

Ref: NXJD/B1227/12575/PT

Time critical reference

For Official Use
Mortgage Section

Post Room

KLO *KPOEKH5H* 1276
COMPANIES HOUSE 08/12/95

Short particulars of all the property charged

See continuation sheet (B) attached

Please do not
write in
this margin

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

Particulars as to commission allowance or discount (note 3)

None

Signed



Date

6 December 1995

CLIFFORD CHANCE Solicitors

On behalf of [company] [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.
- 5 The address of the Registrar of Companies is:-
Companies House, Crown Way, Cardiff CF4 3UZ

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 00961738

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A COMPOSITE GUARANTEE AND DEBENTURE DATED THE 23rd NOVEMBER 1995 AND CREATED BY WALTER LAWRENCE ESTATES LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM EACH OF THE CHARGORS AND/OR ANY OTHER OBLIGOR AS DEFINED THEREIN TO BARCLAYS BANK PLC (AS SECURITY TRUSTEE FOR THE BENEFICIARIES) (THE "SECURITY TRUSTEE") UNDER EACH AND ANY RESTRUCTURING FINANCE DOCUMENTS AND THE GUARANTEE AND DEBENTURE AS DEFINED THEREIN WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 8th DECEMBER 1995.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 12th DECEMBER 1995.

A handwritten signature in cursive script, reading "P. Davies".

PHIL DAVIES
for the Registrar of Companies



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

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LC
JC
12/12