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legibly, preferably
in black type or
bold block lettering

*Insert full name
of company

COMPANIES FORM No. 395

13 10
706659

395

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

Name of company

COMPANY

4

1991715

* NEM PETROLEUM LIMITED

Date of creation of the charge

19 MARCH 1999

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

RENT DEPOSIT DEED

Amount secured by the mortgage or charge

SEVEN THOUSAND FIVE HUNDRED POUNDS (£7,500.00) (together with Value Added Tax if any is payable on the rent firstly reserved by the Lease) including any additions or the balance (after any withdrawals have been made pursuant to the Deed) (see fax)

all monies due or to become due from the company to the chargee under the lease or this Deed.

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

LIVING LOFTS LIMITED of 250 Hendon Way London NW4

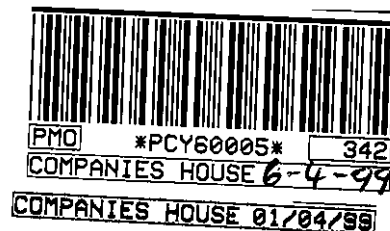
Postcode

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

INGRAM WINTER GREEN
DX 1055
LONDON TCHANCERY
LANE

For official use
Mortgage section

9/11



Short particulars of all the property mortgaged or charged

The Deposit and its interest in the Account (and all monies withdrawn therefrom from time to time in accordance with this Deed until such time as it shall be closed)

The Tenant Charges the Deposit being £7,500

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

Particulars as to commission allowance or discount (note 3)

NIL

Signed

W59

Date

31.3.99

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.

INGRAM WINTER GREEN

S O L I C I T O R S



To: * Mr Owens
Fax No: * 01222.380827

Your Ref: *

From: Nicholas Green
Fax No: 0171 845 7401

Our Ref: NDG:EE:*
Direct Line: 0171 845 7402

Re: * NEM PETROLEUM CO. LTD.
Date: * 6 April 1999

1 * Page(s)

I refer to our telephone conversation a few moments ago and should be grateful if you would please accept this fax to amend:

1. The name of the company
2. Amount secured
3. Short particulars charged.

Many thanks for your help. Liz Edwards

The information contained in this facsimile message is intended only for the person/ firm or company to whom it is addressed. Such information may be confidential and privileged and no mistake in transmission is intended to waive or compromise any such privilege. If you have received this transmission in error please destroy it and notify us on the number below.

26-28 Bedford Row, London WC1R 4HE
Tel: 0171 845 7400 Fax: 0171 845 7401 DX 1055 London/Chancery Lane
Email: law@iwg.co.uk

N D GREEN • D J INGRAM • C D WINTER • P S SHEETER • M A COMPTON • M A GORDON • CONSULTANT: R C SPARKS

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 01991715

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A RENT DEPOSIT DEED DATED THE 19th MARCH 1999 AND CREATED BY NEM PETROLEUM COMPANY LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO LIVING LOFTS LIMITED UNDER THE TERMS OF THE LEASE OR THIS DEED WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 6th APRIL 1999.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 7th APRIL 1999.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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