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CHFP041

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

* Insert full name
of company

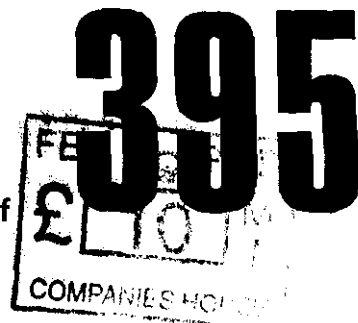
COMPANIES FORM No. 395

Barclays £50.00
083269

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

A fee of £10 is payable to Companies House in respect of
each register entry for a mortgage or charge.



To the Registrar of Companies
(Address overleaf - Note 6)

For official use Company number

Name of company

67.

2034991

*
Rushbond plc

Date of creation of the charge

14th November 2000

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

Legal Charge

Amount secured by the mortgage or charge

All indebtedness monies obligations and liabilities whatsoever on the part of the Mortgagor to the Mortgagee and/or any Transferee as defined in clause 16.1 of this charge to be paid or observed and performed or arising whether directly or indirectly under the terms of the Facility Letter and/or in connection with the facility thereby granted and/or under this Charge together with all Expenses and interest thereon and all other present and/or future indebtedness on any account and all other liabilities whatsoever and howsoever arising of the Mortgagor to the Mortgagee present future actual and/or contingent and whether alone or jointly (including with any or others in partnership) and whether as principal or surety or otherwise

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

N M Rothschild & Sons Limited of New Court St Swithin's Lane London

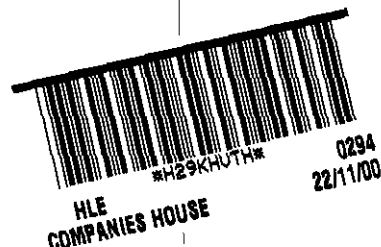
Postcode EC4P 4DU

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

GORDONS CRANSWICK
14 PICCADILLY
BRADFORD BD1 3LX
DX 11716 BRADFORD

For official use
Mortgage section

Post room



Time critical reference

Short particulars of all the property mortgaged or charged

All that freehold property known as 56 Wellington Street registered at HM Land Registry under title number WYK175652 and all the income and rights relating thereto and the proceeds of any sale lease or other disposition in respect thereof and all deeds and documents from time to time and all insurance and compensation monies

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

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge. (See Note 5)

Particulars as to commission allowance or discount (note 3)

Signed

Gordon Crounch

Date 21st November 2000

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.
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.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02034991

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 14th NOVEMBER 2000 AND CREATED BY RUSHBOND PLC FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO N M ROTHSCHILD & SONS LIMITED AND/OR ANY OTHER TRANSFEREE UNDER THE TERMS OF THE FACILITY LETTER (ALL AS DEFINED IN THE CHARGE) WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 22nd NOVEMBER 2000.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 24th NOVEMBER 2000.

DK
JP



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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