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COMPANIES FORM No. 395

395**Particulars of a mortgage or charge**

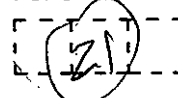
Pursuant to section 395 of the Companies Act 1985

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

*Insert full name
of company

To the Registrar of Companies

For official use Company number



2341109

Name of company

*** HOME AND CAPITAL NOMINEES LIMITED**

Date of creation of the charge

30th May

1997

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

Legal Charge

Amount secured by the mortgage or charge

All monies and liabilities which now are or may at any time or times hereafter be due owing or incurred by either Mowmacre Investment and Charter Limited ("the Borrower") or the Mortgagor to the Lender or for or in respect of which the Borrower and/or the Mortgagor may be liable to the Lender on any account or in any manner whatsoever and whether actually or contingently and whether as principal or surety and whether alone or jointly with any other party or parties and interest to the date of repayment (chargeable and payable in such manner and at such rate as has been specifically agreed in a Facility Letter dated 13 December 1996) as well after as before any demand made or judgment obtained or the liquidation or administration of the Borrower or the Mortgagor proper commission

Continued/..

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

The United Bank of Kuwait PLC, 7 Baker Street, LondonPostcode **W1M 1AB**Presentor's name, address and
reference (if any):

**WILLIAMS & CO
3 WOBURN STREET
AMPTHILL, BEDFORD
MK45 2HS (Ref: DAB)**

Time critical reference

For official use
Mortgage section

Post room



Short particulars of all the property mortgaged or charged

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By way of Legal Mortgage:-

54 Fens Crescent, Hartlepool, Cleveland, TS25 2QN (R.No. 6243)

Please complete
legibly, preferably
in black type or
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Particulars as to commission allowance or discount (note 3)

Nil

Signed *William J. O.*

Date 6th June

1997

On behalf of [company] ~~[mortgagee/chargee]~~ x

*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.

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Particulars of a mortgage or charge (continued)

Continuation sheet No. 1
to Forms Nos 395 and 410 (Scot)

Company number

2341109

Please complete
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Name of company

HOME AND CAPITAL NOMINEES LIMITED

~~XXXXXX~~
Limited*

*Delete if
inappropriate

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

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Continued..

banking legal and other costs charges and expenses of the Lender or any receiver on a full indemnity basis and also all losses and damages that may be sustained suffered or incurred by the Lender arising out of or in connection with any act matter or thing done or omitted to be done by the Borrower and/or the Mortgagor under the security or any document arrangement or agreement between the Borrower and/or the Mortgagor and the Lender or any disclaimer of any of the Borrower's or the Mortgagor's contracts agreements or arrangements or any of the Borrower's and/or the Mortgagor's liabilities or obligations to the Lender and also interest on the foregoing to the date of payment Provided that the total amount recoverable from the Mortgagor under the security shall be limited to a sum equivalent to the Mortgagor's interest or share in the proceeds of sale of the Portfolio (as that expression is defined in the said Facility Letter dated 13 December 1996)

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

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CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02341109

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 30th MAY 1997 AND CREATED BY HOME AND CAPITAL NOMINEES LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE UNITED BANK OF KUWAIT PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 7th JUNE 1997.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 11th JUNE 1997.

Peter C Protheroe

for the Registrar of Companies

PO 11.6



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