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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

141

2948832

Name of company

* Leazes Park Estates Limited

Date of creation of the charge

11 January 1999

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

Mortgage Debenture

Amount secured by the mortgage or charge

All monies and liabilities which may now be or hereafter from time to time become owing by the Company to Northern Rock plc on any account whatever (whether pursuant to the Commercial Mortgage Conditions or otherwise) and whether actually or contingently, as principal or surety or alone or jointly with another including all interest and costs together with damages for breach of any of the Commercial Mortgage Conditions.

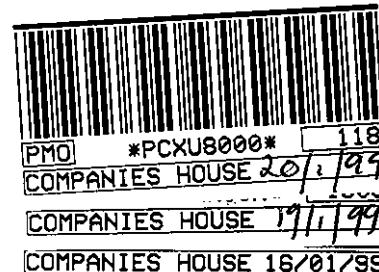
Names and addresses of the mortgagees or persons entitled to the charge

Northern Rock plc, Northern Rock House, Gosforth, Newcastle upon Tyne, NE3 4PL

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

Dickinson Dees
St Ann's Wharf
112 Quayside
Newcastle upon Tyne
NE99 1SB

For official use
Mortgage Section



Time critical reference
HR/6NLEA010

Short particulars of all the property mortgaged or charged

1. By way of legal mortgage and with full title guarantee ALL THAT freehold land and buildings situate at and known as 4, 4A, 6, 8 and 10 Leazes Park Road, Newcastle upon Tyne/registered at H M Land Registry under title numbers TY66620, TY67501 and TY230071.
2. By way of assignment to Northern Rock plc the goodwill of any business carried on by the company, the benefit of all licences, consents, certificates, registrations, permits or other similar matters required in connection with the above property or the business of the Company and the benefits of any covenant, rent under any lease, any other sum to which the company may be entitled from time to time or any option to acquire any other interest in respect of the above property, respectively carried on or arising in respect of the above property.

The Company will not create or allow any mortgage, charge, pledge, lien, rights of set-off or any other security whatsoever over the above charged property whether ranking before, pari passu with or after the charges in the Mortgage Debenture.

Also A floating charge undertaking and all assets of the company.

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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

** see for attached*

Signed

Date 15 January 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.



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112 Quayside
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DX No 61191 Newcastle upon Tyne

The Registrar of Companies
Companies House
DX 33050
CARDIFF 1

Direct Dial: 0191 279 9216
Our Ref: HR/6NLEA010
Your Ref:

URGENT

For the Attention of Mrs Cornelius

By Post and Fax - 01222 380 827

20 January 1999

Dear Sirs

Leazes Park Estates Limited
Company Number 2948832

Further to our telephone conversation we confirm that you may amend the Form 395 so as to refer to the Floating Charge over all the assets and undertaking of the Company. We trust that this letter suffices for your purposes however, if not, please telephone the writer.

Yours faithfully

Partners

A G P Wright
C S North-Coxes
R A Wilson
M Olin
R J Hargreave
W J Wilson
J M Richardson
A C Gifford
R Storer
N E Brathwaite
C J Baker

G P Calvert
A J Dewar
J Olin
D A J Taylor
J Ward
P Warwick
G J Kirkby
R G Sanderson
J Smithwaite
G J Harvey
G P Remond

S Meech
J C Wilkins
A J Brown
S J Lewis
J H Price
A A Fellows
J Blair
R A Dickinson
A G Jackson
S M Jackson
A Jenkins

K Greenham
A J Nicholson
J D Kipley

Associates

J Woodford
A N Mitchell
A A Pugh
J P Marshall
J G L Smith
S E Dallow
N C Henderson
N R Kipley
P Kipley
S R Warwick
M J Williams

C P N Ken-Sullivan
D E Petersfield

Consultants

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Telephone 0191 279 9100
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Dickinson Dees is regulated by the Law Society
and is authorised to recommend investment business

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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. 02948832

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A MORTGAGE DEBENTURE DATED THE 11th JANUARY 1999 AND CREATED BY LEAZES PARK ESTATES LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO NORTHERN ROCK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 20th JANUARY 1999.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 21st JANUARY 1999.

M. Cornelius

M. CORNELIUS

for the Registrar of Companies



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