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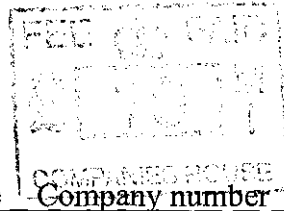
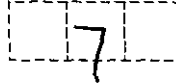
Please do not
write in
this margin

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

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 6)

For official use

Company number
3193672* Insert full name
of Company

Name of company

| | |
|-----------|---------|
| * | |
| ARTISAN H | LIMITED |

Date of creation of the charge

| |
|---------------|
| 30TH MAY 2001 |
|---------------|

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

| |
|-------------------------------|
| LEGAL CHARGE AND FIXED CHARGE |
|-------------------------------|

Amount secured by the mortgage or charge

| |
|--|
| All monies now due or hereafter to become due or from time to time accruing due from the Company to the Bank upon any account and in any manner whatsoever |
|--|

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

| |
|--|
| BARCLAYS BANK PLC 54 LOMBARD STREET LONDON EC3P 3AH |
|--|

Presentor's name, address and
reference (*if any*): 20- -

WM LSC 81567-7345948

BARCLAYS LOAN SERVICING CENTRE
P.O. BOX 299
BIRMINGHAM
B1 3PF

| |
|-------------------------|
| Time critical reference |
|-------------------------|

For official use

Mortgage section

Post room



Short particulars of all the property mortgaged or charged

Please do
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margin

All that Freehold property known as 38 Whitworth Street and 46 Sackville Street, Manchester, Greater Manchester Title No. LA198462 ("the Mortgaged Property") together with all rental and other income and all monetary debts and claims (including things in action which give rise to or may give rise to a debt or debts) now or hereafter due or owing to the Company under or in connection with any leases, lease agreements, underleases, tenancy agreements and licences of the Mortgaged Property or any part or parts thereof. In Clause 2.3.2 the Company undertakes ~~that~~ not, without the prior written consent of the Bank to charge, factor, discount or assign any rental income in favour of any other person or purport to do so.

Particulars as to commission, allowance or discount (note 3)

FOR **BARCLAYS BANK PLC**

Signed

Date

14 JUN 2001

† delete as
appropriate

On behalf of [Company][mortgagee/xxxxxxx]†

MANAGER

Designation of position in relation to the company: BARCLAYS LOAN SERVICING CENTRE

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,or 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 CF14 3UZ

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03193672

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE AND FIXED CHARGE DATED THE 30th MAY 2001 AND CREATED BY ARTISAN H LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO BARCLAYS BANK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 15th JUNE 2001.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 19th JUNE 2001.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —