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legibly, preferably
in black type or
bold block
lettering

* Insert full name
of company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985



AIB/60/514227

395

To the Registrar of Companies

Name of company

* RIVERHALL PROPERTIES LIMITED

Company number

3766386

Date of creation of the charge

25 June 1999

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 covenanted to be paid
or discharged by the company.

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

BANK OF CYPRUS (LONDON) LTD

27/31 CHARLOTTE STREET LONDON W1P 2HJ

Postcode W1P 2HJ

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

BARNES & PARTNERS
60 FORE STREET, EDMONTON
LONDON N18 2TT
DX 36200 Edmonton 1

REF: RMW/6935

Time critical reference

For official use
Mortgage section

Post room



Short particulars of all the property mortgaged or charged

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47 ARLINGTON AVENUE LONDON N1 7BE

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

see Fax attached

Particulars as to commission allowance or discount (note 3)

NIL

Signed

Barnes & Paton

Date 25 June 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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N. C. Barnes
L. C. Thuley
D. M. Webber

N. J. L. Eddis
M. I. Alfreida
A. C. Scott



60 Fore Street
Edmonton
London N18 2TT
Tel: 0181-884 2277
Fax: 0181-807 0614
DX No: 36200 Edmonton 1

D. J. Leehan
K. Winterford
J. R. Sheldrick

Associates:

N. J. A. Mortimore
J. Epton

Your Ref:

Our Ref:

RMW/OJB/T6935

Mortgage Section
Companies House
DX 33050 Cardiff 1

7 July, 1999

also faxed to 01222 380827

ATTENTION LINDSAY NICHOLLS

Dear Sirs,

Re: RIVERHALL PROPERTIES LIMITED
No 3766386
47 Arlington Avenue London N1

We refer to our telephone conversation yesterday.

Please amend the box with the short particulars to add the words "all fixtures and fittings" as discussed.

Many thanks.

Yours faithfully,


BARNES & PARTNERS

This firm is regulated by the Law Society in the conduct of investment business.

Offices at:

Edmonton N18
0181-884 2277
Edmonton N15

Edmonton N9
0181-804 9855
Cheshunt EN8

Enfield EN2
0181-366 3333
Harlow CM20

Crouch End N8
0181-340 6697
Ware SG12

Stoke Newington N16
0171-241 5577
Pinner HA5
0181-884 5566

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03766386

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 25th JUNE 1999 AND CREATED BY RIVERHALL PROPERTIES LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO BANK OF CYPRUS (LONDON) LIMITED ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 3rd JULY 1999.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 8th JULY 1999.

A handwritten signature in black ink, consisting of a large loop followed by a series of smaller, connected strokes.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

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