



Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

Please do not write in this margin

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

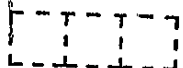
*Insert full name of company

To the Registrar of Companies

M20

For official use Company number

Name of company



1755665

*LEAFENVOY LIMITED

Date of creation of the charge

22nd February 1992

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 which at any time thereafter may be due owing or incurred or made by the company to the mortgagee or any subsidiary or holding company of the mortgagee or subsidiary of such holding company or for which the company may be or become liable to the mortgagee or any such other company on any account or in any manner whatsoever and whether as principal or surety together with interest on all such money and liabilities so due and with costs charges and expenses and other payments incurred or made by the mortgagee or any such other company pursuant or in relation to the legal charge or in enforcing the security thereby created.

10/3

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

UCB BANK PLC UCB HOUSE RAILWAY APPROACH WALLINGTON SURREY

Postcode SM6 ODY

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

ALSOP WILKINSON
11 ST JAMES'S SQUARE
MANCHESTER M2 6DR
EQ.CM.

For official use

Mortgage section Post room

REGISTERED

7 MAR 1992

07 MAR 1992

Time critical reference

Short particulars of all the property mortgaged or charged

By way of legal mortgage the property being freehold land known as Stella Precinct, Seaforth Road, Seaforth, Liverpool L69 Merseyside registered with title absolute under number MS203047 together with all buildings thereon ("the Mortgaged Property")

By way of assignment the goodwill of the business carried on upon the Mortgaged Property the full benefit of all present and future licenses held in connection with the said business and all compensation which may at any time become payable to the company by virtue of the Licensing Act 1964 or any other statutory enactment on account of the non renewal of any of the said licenses.

By way of floating charge all moveable plant machinery implements utensils furniture goods and equipment now or from time to time placed on or used in or about the Mortgaged Property.

Provided that the company will hold in trust for the mortgagee all money which may at any time be received or receivable under any policies of insurance covering any part of the assets referred to above provided further that the company shall not create grant extend or permit to subsist any mortgage or other fixed security or any floating charge on or over the assets referred to above or any part thereof whether in priority to pari passu with or behind the charges referred to above.

Particulars as to commission allowance or discount (note 3)

Please do not write in this margin

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

Signed

Asp Wulmer

Date

6.3.92

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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FILE COPY



**CERTIFICATE OF THE REGISTRATION
OF A MORTGAGE OR CHARGE**

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

I hereby certify that a mortgage or charge dated the 22nd FEBRUARY 1992
and created by LEAFENVOY LIMITED

for securing all moneys now due, or hereafter to become due, or from time
to time accruing due from the company to UCB BANK PLC

on any account whatsoever

was registered pursuant to Chapter I Part XII of the Companies Act
1985, on the 7th MARCH 1992

Given under my hand at the Companies Registration Office,
Cardiff the 13th MARCH 1992

No. 1755665

M.G. WILSON

an authorised officer

C.69a

Post
13.3.92
OM