



Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

Please do not write in this margin

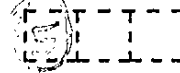
M 86C

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

To the Registrar of Companies

For official use Company number

Name of company



00022473

*Insert full name of company

* WYNNSTAY PROPERTIES PLC

Date of creation of the charge

2ND JUNE 1992

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

MEMORANDUM OF DEPOSIT OF TITLE DEEDS

Amount secured by the mortgage or charge

ALL MONEY WHICH AT THE DATE OF THE INSTRUMENT OR WHICH MAY AT ANY TIME BECOME DUE OR OWING OR MAY BE ACCRUING TO THE CHARGE UNDER THE TERMS OF A FACILITY LETTER DATED 28TH AUGUST 1990

65 A... THE COMPANY... A FACILITY LETTER DATED 28TH AUGUST 1990

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

THE PRIVATE BANK AND TRUST COMPANY LIMITED, LANSDOWNE HOUSE
BERKELEY SQUARE LONDON
Postcode W1X 5D1

1/6

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

DAVID BIGMORE & CO
GLADE HOUSE
52/54 CARTER LANE
LONDON EC4

For official use Mortgage section REGISTERED 10 JUN 1992

Post room COMPANIES HOUSE 18 JUN 1992 M 67

Time critical reference

Short particulars of all the property mortgaged or charged

Please do not write in this margin

- A The freehold property known as The Crusty Loaf, North St Midhurst in the County of West Sussex registered at H M Land Registry under title number WSX116366.
- B The freehold property known as 29, 31 and 43 (including No 43A) Farrington Road, Swindon in the County of Wiltshire as the same is comprised in a conveyance dated 30th April 1974 and made between Claude Elias Barkham and Margaret Mary Barkham (1) and Wynnstay Gardens Associatoin Limited (2).
- C. The freehold property known as 40 (formerly 34) Spa Road, Hockley in the County of Essex as the same is comprised in a Conveyance dated 28th February 1969 and made between Harry Laurence Sutherland (1) and Mutual Funding Limited (2)

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

Particulars as to commission allowance or discount (note 3)

[Empty box for commission allowance or discount]

Signed

David Bignone & Co.

Date 9th June 1992

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.

Page 2

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 2nd JUNE 1992
and created by WYNNSTAY PROPERTIES PUBLIC LIMITED COMPANY

for securing all moneys due or to become due from the Company to THE
PRIVATE BANK & TRUST COMPANY LIMITED under the terms of A FACILITY LETTER
DATED 28th AUGUST 1990

was registered pursuant to Chapter I Part XII of the Companies Act
1985, on the 10th JUNE 1992

Given under my hand at the Companies Registration Office,
Cardiff the 16th JUNE 1992

No. 22473

bst
16.6.92
sf.

Peter C Nash
PETER C NASH

an authorised officer

C.69 .