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COMPANIES FORM No. 395

Particulars of a mortgage or charge

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395

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Pursuant to section 395 of the Companies Act 1985

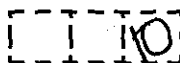
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Please complete legibly, preferably in black type, or bold block lettering

To the Registrar of Companies

For official use

Company number



01972217

Name of company

* OPECPRIME PROPERTIES LIMITED

*insert full name of company

Date of creation of the charge

3 DECEMBER 1999

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

CHARGE

Amount secured by the mortgage or charge

All liabilities of the Chargor owed or expressed to be owed to any of the beneficiaries whether or not originally owed to the beneficiaries and whether owed jointly or severally as principal or surety or in any other capacity.

The "Beneficiaries" are the Bank (as defined below) and/or any Company which is from time to time a member of the same group of companies as the Bank.

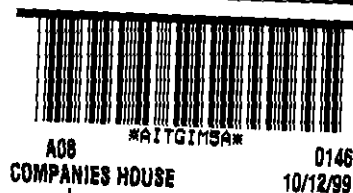
Names and addresses of the mortgagees or persons entitled to the charge

Anglo Irish Bank Corporation Plc ("the Bank")
Gracechurch House
55 Gracechurch Street
London EC3V 0EE

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

Taylor Joynson Garrett
Carmelite, 50 Victoria
Embankment, Blackfriars,
London, , EC4Y 0DX

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Mortgage Section



Time critical reference

See attached Schedule

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

Particulars as to commission allowance or discount (note 3)

Signed Ugo Sordani Date 9 12 99

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.

Form 395 Schedule

Opecprime

Short particulars of all the property mortgaged or charged (continued)

1. By way of legal mortgage the Property as defined in the Charge being all that freehold land known as 20 to 48 (even) Thomas Street and 1 to 9 Greens End, Woolwich, London being registered at HM Land Registry under title number SGL26297.
2. By way of fixed charge the interest of the Chargor in
 - (i) all existing and future fittings, furniture and other tangible movable property situate on or at the Property;
 - (ii) all money now or at any time after the date of this deed payable to the Chargor under any insurance in respect of the Charged Property;
 - (iii) any sum now or at any time after the date of this deed received by the Chargor as a result of any order of the court under sections 213, 214, 238, 239 or 244 of the Insolvency Act 1986; and
 - (iv) any Hedging Agreement.
3. By way of charge and assignment to the Bank all the right, title, benefit and interest of the Chargor in all Rental Income and any guarantee or security for the payment of any Rental Income provided that if any such guarantee or security is expressed to be non-assignable then the Chargor charges to the Bank by way of fixed charge all its right, title, benefit and interest in such guarantee or security; and
4. By way of charge and assignment to the Bank all the right, title, benefit and interest of the Chargor arising out of or in or under the Development Contracts including all claims for damages or other remedies in respect of any breach of the Development Contracts and all money now or at any time after the date of this deed due or owing to the Chargor under or arising out of the Development Contracts provided that if any Development Contract is expressed to be non-assignable then the Chargor charges to the Bank by way of fixed charge its right, title, benefit and interest in such Development Contract.

The expressions "Charged Property", "Hedging Agreement", "Rental Income" and "Development Contracts" have the meanings ascribed to them by the Charge.

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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. 01972217

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A CHARGE DATED THE 3rd DECEMBER 1999 AND CREATED BY OPECPRIME PROPERTIES LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO ANGLO IRISH BANK CORPORATION PLC AS AGENT FOR THE BENEFICIARIES (AS DEFINED THEREIN) WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 10th DECEMBER 1999.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 14th DECEMBER 1999.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



COMPANIES HOUSE

P. Law