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

*Insert full name
of Company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

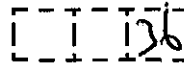
A fee of £13 is payable to Companies House in respect
of each register entry for a mortgage or charge.

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies
(Address overleaf - Note 6)

For official use

Company number



00830036

Name of company

* FAIRHOLME ESTATES (HOLDINGS) LIMITED

Date of creation of the charge

26 JULY 2005

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

CHARGE DEED

Amount secured by the mortgage or charge

All monies now or hereafter advanced to the Borrower by the Lender or from time to time due to the Lender and all other interest commission fees charged due thereon and all other indebtedness of the Borrower to the Lender whatsoever on any account in any manner whether alone or jointly with any other firm or corporation whether as principal or surety whether certain or contingent and all costs charges expenses and other sums expended by the Lender or any receiver or by any delegate or subdelegate appointed by the Lender pursuant to the terms of the charge and all costs and expenses incurred by the Lender in connection with any claims or proceedings brought by the Borrower or any third party in connection with the validity of the Security.

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

Bradford & Bingley plc, PO Box 88, Crossflatts, Bingley, West Yorkshire

Postcode BD16 2UA

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

Pinsent Masons
1 Park Row
Leeds

LS1 5AB

For official Use (02/00)
Mortgage Section

Post room



Time critical reference
SH/502576.07189

Short particulars of all the property mortgaged or charged

(a) By way of fixed charge by way of legal mortgage all that property known as land at the west side of Burras Lane Otley registered under number WYK364257 and all buildings trade and other fixtures plant and machinery from time to time thereon.
(b) The goodwill of any trade or business or other commercial activity carried on or engaged in by the Borrower and all licences patents patent applications trademarks copyrights and all other intellectual property rights belonging to the Borrower.
(c) The benefit of all present and future licences consents permissions agreements held in connection with the carrying out of any business or development by the Borrower.
(d) All bookdebts and other monetary debts and claims now or from time to time due or owing to the Borrower.
(e) All stocks shares and other securities now or at any time belonging to the Borrower.
(f) An equitable charge for all estate and interests in any land now or hereafter held by the Borrower to enter upon and use such land.
(g) By way of first floating charge all plant and machinery implements utensils, vehicles goods and other equipment and items belonging to the Borrower and all rights and assets whatsoever wheresoever other than those specifically charged above.

and no disposition mortgage charge pledge or dealing by the Borrower other than or in respect of any other charge of the property is to be created or registered without the consent of the proprietor for the time being of this legal charge.

Please do not write in this margin

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

Particulars as to commission allowance or discount (note 3)

None.

Signed Persent Marsons

Date 5/9/05

On behalf of ~~XXXXXX~~ [mortgagee/chargee] †

A fee is payable to Companies House in respect of each register entry for a mortgage or charge. (See Note 5)

† 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.
- 5 A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge. Cheques and Postal Orders must 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. 00830036

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A CHARGE DEED DATED THE 26th JULY 2005 AND CREATED BY FAIRHOLME ESTATES (HOLDINGS) LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO BRADFORD & BINGLEY PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 6th AUGUST 2005.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 11th AUGUST 2005.

P. Row



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES