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write in
this marginPlease complete
legibly, preferably
in black type, or
bold block letteringInsert full name
of company

Companies Form No.395

Particulars of a mortgage or charge

A fee of £10 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

12

999152

Name of company

HERBRAND INVESTMENTS LIMITED
(the "Company")

Date of creation of the charge

22ND AUGUST 2002

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

A DEED OF ADMISSION TO
An Omnibus Guarantee and Set-Off Agreement DATED 3RD NOVEMBER 1995

Amount secured by the mortgage or charge

All moneys and liabilities then due or which might thereafter become due to Lloyds TSB Bank plc (the "Bank") from either the Company or any one or more of the other parties to the Agreement (other than the Bank) being at the date hereof the following companies:

(List of companies party to the Agreement) See Attached

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

Lloyds TSB Bank plc	RE 30.00.02
71 Lombard Street	(the "Bank")
London	Postcode EC3P 3BS

RJM/SEC/16121

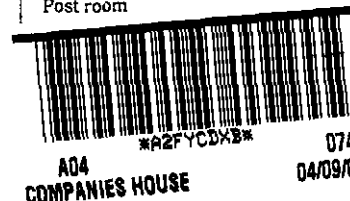
Presenter's name address and
reference

Lloyds TSB Bank plc
City Office
P.O. Box 72, Bailey Drive
Gillingham Business Park
Kent ME8 0LS

Time critical reference

For official Use
Mortgage Section

Post room



Any sum or sums for the time being standing to the credit of any present or future account of the Company with the Bank.

NOTE: By Clause 13(e) of the Agreement, the Company agreed that it would not (without the prior written consent of the Bank) assign, mortgage, charge or otherwise confer upon any third party any right, title or interest in or to all or any of the accounts for the time being of the Company with the Bank or any sum or sums standing to the credit of any one or more of such accounts, or agree to do any such thing, or allow any such third party right, title or interest to subsist (except in each case in favour of, or upon, the Bank).

Particulars as to commission, allowance or discount (note 3)

NIL

Signed

Date

3/9/02

On behalf of ~~company~~ ~~mortgage~~ / chargee[†]

[†]delete as appropriate

Notes

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.

A description of the instrument, eg "Trust Deed", "Debenture", "Mortgage" or "Legal charge", etc, as the case may be, should be given.

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.

If any of the spaces in this form provide insufficient space the particulars must be entered on the prescribed continuation sheet.

THE SCHEDULE**PART I - The Existing Companies**

<u>Name</u>	<u>Company Number</u>	<u>Registered Office</u>
Newarthill Plc	1050970	40 Bernard Street, London WC1N 1LG.
Abacus Developments Limited	1038942	Eaton Court, Maylands Avenue, Hemel Hempstead, Hertfordshire, HP2 7TR.
Abacus Investments Limited	1451783	Eaton Court, Maylands Avenue, Hemel Hempstead, Hertfordshire, HP2 7TR.
Abacus Projects Limited	1460919	Eaton Court, Maylands Avenue, Hemel Hempstead, Hertfordshire, HP2 7TR.
Aquae Sulis Limited	1761871	Eaton Court, Maylands Avenue, Hemel Hempstead, Hertfordshire, HP2 7TR.
Bankside Electrical Contractors Limited	970503	Eaton Court, Maylands Avenue, Hemel Hempstead, Hertfordshire, HP2 7TR.
Brickworth Developments Limited	777501	Eaton Court, Maylands Avenue, Hemel Hempstead, Hertfordshire, HP2 7TR.
Colguy Holdings Limited	619627	Eaton Court, Maylands Avenue, Hemel Hempstead, Hertfordshire, HP2 7TR.
Derby Joinery Limited (formerly Gee Joinery Limited)	1615045	1A Heanor Road, Smalley, Derbyshire, DE7 6DW.
Herbrand Investments Limited	999152	Eaton Court, Maylands Avenue, Hemel Hempstead, Hertfordshire, HP2 7TR.

Marchmont Properties Limited	641816	Eaton Court, Maylands Avenue, Hemel Hempstead, Hertfordshire. HP2 7TR.
McAlpine Air Services Limited	1887965	Eaton Court, Maylands Avenue, Hemel Hempstead, Hertfordshire. HP2 7TR.
McAlpine Aviation Services Limited (formerly Operational Support Services Limited)	2263711	Eaton Court, Maylands Avenue, Hemel Hempstead, Hertfordshire. HP2 7TR.
Ringmoors Properties Limited	1039750	Eaton Court, Maylands Avenue, Hemel Hempstead, Hertfordshire. HP2 7TR.
River Road Investments Limited	534950	Eaton Court, Maylands Avenue, Hemel Hempstead, Hertfordshire. HP2 7TR.
Sir Robert McAlpine Limited	566823	Eaton Court, Maylands Avenue, Hemel Hempstead, Hertfordshire. HP2 7TR.
Sir Robert McAlpine Construction Management Limited	1141250	Eaton Court, Maylands Avenue, Hemel Hempstead, Hertfordshire. HP2 7TR.
Sir Robert McAlpine (CTI) Limited	639472	Eaton Court, Maylands Avenue, Hemel Hempstead, Hertfordshire. HP2 7TR.
Sir Robert McAlpine (Holdings) Limited	2754943	Eaton Court, Maylands Avenue, Hemel Hempstead, Hertfordshire. HP2 7TR.
Sir Robert McAlpine Management Contractors Limited	1157770	Eaton Court, Maylands Avenue, Hemel Hempstead, Hertfordshire. HP2 7TR.
Sir Robert McAlpine (Trade Investments) Limited	1389155	Eaton Court, Maylands Avenue, Hemel Hempstead, Hertfordshire. HP2 7TR.

Two Parks Developments Limited	731465	Eaton Court, Maylands Avenue, Hemel Hempstead, Hertfordshire, HP2 7TR.
McAlpine Helicopters Limited	1164090	Oxford Airport, Kidlington, Oxfordshire, OX5 1QS
Liminse Limited	1478098	Eaton Court, Maylands Avenue, Hemel Hempstead, Hertfordshire, HP2 7TR.
PFI Investors Limited	3019895	Eaton Court, Mayland Avenue, Hemel Hempstead, Hertfordshire, HP2 7TR.
McAlpine Aviation Training Limited	4452226	Eaton Court, Mayland Avenue, Hemel Hempstead, Hertfordshire, HP2 7TR.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 00999152

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEED OF ADMISSION TO AN OMNIBUS GUARANTEE AND SET OFF AGREEMENT DATED 03/11/95 DATED THE 22nd AUGUST 2002 AND CREATED BY HERBRAND INVESTMENTS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY AND/OR ALL OR ANY OF THE OTHER COMPANIES NAMED THEREIN TO LLOYDS TSB BANK PLC ON ANY ACCOUNT WHATSOEVER ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO LLOYDS TSB BANK PLC UNDER THE TERMS OF THE AFOREMENTIONED INSTRUMENT CREATING OR EVIDENCING THE CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 4th SEPTEMBER 2002.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 6th SEPTEMBER 2002.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —