

M**COMPANIES FORM No. 395****Particulars of a mortgage or charge****395**Please do not
write in
this margin

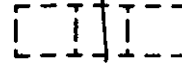
Pursuant to section 395 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number



2077752

Name of company

* DEVONPORT ROYAL DOCKYARD LIMITED

* insert full name
of company

Date of creation of the charge

13 MARCH 1997

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

FIXED CHARGE ON BOOK DEBTS

Amount secured by the mortgage or charge

All monies and liabilities now or at any time hereafter due owing or incurred to the Bank by the Company in any way whatsoever.

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

Midland Bank plc, whose registered office is at Poultry, in the City of London.

Postcode EC2P 2BX

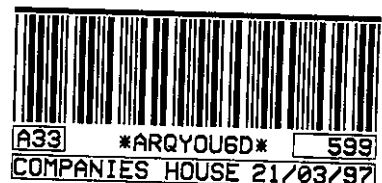
Presentor's name address and
reference (if any):Midland Bank plc
DX 123490
CORNHILL

Time critical reference

S3T1/0T200386

For official Use
Mortgage Section

Post room



Short particulars of all the property mortgaged or charged

FIXED CHARGE ON BOOK DEBTS.

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)

NIL

Signed *X J. O'Donnell*

Date *X 20.3.97*

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.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02077752

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A FIXED CHARGE ON BOOK DEBTS DATED THE 13th MARCH 1997 AND CREATED BY DEVONPORT ROYAL DOCKYARD LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO MIDLAND BANK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 21st MARCH 1997.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 24th MARCH 1997.

A handwritten signature in ink, appearing to be 'G. J. Morgan', written over a faint, illegible stamp.

for the Registrar of Companies



COMPANIES HOUSE

HC026B

D4
WT
24/3