

Particulars of a mortgage or charge**395****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

[6][1][1][1]

2418899

Name of company

* TOPPLAN ESTATES LIMITED

Date of creation of the charge

27th March 2003

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

Legal Charge

Amount secured by the mortgage or charge

All sums advanced by the Mortgagee to the Company and/or Glen Properties Limited (together "the Borrower") and from time to time outstanding or otherwise due or owing or incurred by the Borrower to the Mortgagee of any nature whatsoever and together with all interest commission fees and legal and other costs charges and expenses charged or incurred in relation thereto on a full indemnity basis together with interest thereon computed and compounded on the terms set out or provided for in any Facility Letter or otherwise according to the usual practice of the Mortgagee from time to time ("the Secured Liabilities")

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

FIRST ACTIVE plc
ofc/o Lattey & Dawe, 21 Liverpool Street, London, EC2M 7RD

Postcode EC2M 7RD

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

Lattey & Dawe
21 Liverpool Street
London
EC2M 7RD

Ref: R,10,373.21

Time critical reference

For official Use
Mortgage Section

Post room

A66
COMPANIES HOUSE0361
02/04/03

Short particulars of all the property mortgaged or charged

1. By way of legal mortgage and with full title guarantee as continuing security for the payment and discharge of the Secured Liabilities, all that freehold property situate at and known or to be known as Phase 3, Iceland Wharf, Plough Way, Surrey Quays, London, SE16, as the same is registered at H.M. Land Registry with Title Absolute under Title Nos. SGL115573, TGL18644 and TGL21536 and with Title Possessory under Title No. TGL32259 and any part or parts of it and including all rights attached or appurtenant to it and all buildings fixtures fittings plant and machinery from time to time on it.

2. By way of fixed charge and with full title guarantee as continuing security for the payment and discharge of the Secured Liabilities the gross rents licence fees and other monies receivable now or hereafter at any time by the Company in respect of or arising out of any present or future agreement contract option or undertaking for or in relation to the creation of any estate interest or right in or over the property first described above or to which such property is subject from time to time (including without limitation any lease licence tenancy or right to occupy whether on a fixed term or periodic basis) or otherwise without limitation derived by the Company from the property first described above or otherwise paid to cont'd

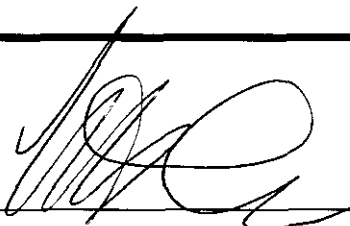
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in black type, and
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Particulars as to commission allowance or discount (note 3)

None

Signed



Date 31st March 2003

On behalf of [company] [mortgagee/chargee]

A fee of £10 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 Cheques and Postal Orders are to be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is:-

Companies House, Crown Way, Cardiff CF14 3UZ

CHFP025

Particulars of a mortgage or charge (continued)

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Continuation sheet No 1
to Form No 395 and 410 (Scot)

Please complete
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in black type, or
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Company Number

2418899

Name of Company

TOPPLAN ESTATES LIMITED

Limited*

* delete if
inappropriate

Description of the instrument creating or evidencing the mortgage or charge (continued) (note 2)

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Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)

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

or received by the Company in respect of such property (including without limitation all mesne profits) but save for insurance rents or service charges or the like present or future and whether payable now or in the future and the proceeds of any sale lease or other disposition of the property first described above and all rights and claims of the Company against all lessees sub-lessees licensees or occupiers of the property first described above and all guarantors and sureties for the obligations of any such person or other third parties in relation to the property first described above now or in the future existing and capable of being satisfied by the payment of money provided that the Mortgagee shall not thereby be constituted a mortgagee in possession

3. By way of assignment and with full title guarantee as continuing security for the payment and discharge of the Secured Liabilities

(i) The benefit of all guarantees warranties and representations given or made by and any rights or remedies against all or any professional advisers now or at any time engaged by the Company in relation to the property first described above and the manufacturer suppliers or installers of all plant machinery fixtures fittings and other items now or from time to time in the buildings erected or to be erected on the property first described above and any other person firm or company now or from time to time under contract with or under a duty to the Company and the benefit of all sums recovered in any proceedings against all or any of such persons;

(ii) The benefit of all or any present or future agreements contracts options or undertakings for or in relation to the creation of any estate interest or right in or over the property first described above or to which such property is subject from time to time (including without limitation any lease licence tenancy or right to occupy whether on a fixed term or periodic basis) and all the proceeds of any claim award or judgment arising out of and all sums paid or payable to the Company under or in respect of any thereof; and

(iii) All right title and interest of the Company in and to all payments made under any and all present and future insurance policies in respect of the property first described above.

NOTE: the legal charge contains restrictions on the creation of further charges.

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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. 02418899

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 27th MARCH 2003 AND CREATED BY TOPPLAN ESTATES LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY AND/OR GLEN PROPERTIES LIMITED (TOGETHER THE "BORROWER") TO FIRST ACTIVE Plc ON ANY ACCOUNT WHATSOEVER 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 2nd APRIL 2003.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 8th APRIL 2003.

20/04/03



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —