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*insert full name
of company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

Pursuant to section 395 of the Companies Act 1985

PN

To the Registrar of Companies

For official use

Company number

1101

2587041

Name of company

* CHARLES DARTMOUTH PUBLIC LIMITED COMPANY ("the Company")

Date of creation of the charge

20th March 1995

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

LEGAL CHARGE ("the Deed") made between the Company and Anglo Irish Bank Corporation Bank plc ("the Bank")

Amount secured by the mortgage or charge

- (1) All sums of money which have been or are as at 14th December 1994 or may thereafter from time to time be advanced to the Company by the Bank.
- (2) All other indebtedness and/or liabilities whatsoever of the Company to the Bank present future actual and/or contingent whether on any banking or other account or otherwise in any manner whatsoever including such indebtedness and/or liabilities due under the terms of the Deed whether alone or jointly with any other person and in whatever style name or form and whether as principal or surety.

(Cont'd)

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

Anglo Irish Bank Corporation plc

Moor House 119 London Wall

London

Postcode

EC2Y 5ET

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

Alsop Wilkinson
6 Dowgate Hill
London EC4R 2SS

For official use
Mortgage Section

REGISTERED

25 MAR 1995

Post room



A08 *A378K9ZK* 465
COMPANIES HOUSE 25/03/95

GP\ Dartmouth

FM-6174.663
Time critical reference

The Company as beneficial owner charged to the Bank:

- (1) By way of Legal Charge the freehold land registered at HM Land Registry under Title Number HP320523 and being land lying to the south of Salterns Lane Fareham Hampshire and also known as "the New Waterworks" Salterns Lane.
- (2) By way of floating charge all moveable plant machinery implements utensils furniture and equipment as at 20th March 1995 and from time to time placed on or used in or about the aforementioned property.

(Cont'd)

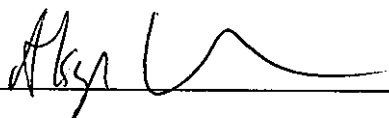
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Particulars as to commission allowance or discount (note 3)

N/A

Signed



Date

24/3/95

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

† delete as
appropriate

- 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.

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Particulars of a mortgage or charge (continued)

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

CHA 116

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Company Number

2587041

Name of Company

Charles Dartmouth Public Limited Company

Limited*

* delete if
inappropriate

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

- (3) All costs and expenses incurred by the Bank in relation to the Deed and/or any such advances indebtedness and/or liabilities on a full indemnity basis including cash cover (as defined in Clause 4 of the Deed).
- (4) The amount of any acceptance or other credits and any cheques notes or bills from time to time given or assumed by the Bank and all commission discount and banking charges.
- (5) Interest and charges upon or relating to all such advances indebtedness liabilities unpaid interest costs and expenses acceptance credits cheques notes bills commissions discount and banking charges until demand at such rate or rates as have been or may from time to time be agreed between the Company and the Bank and in any event from and after demand until full discharge (as well after as before judgment) at the Specified Rate of Interest (as defined in the Deed).

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

N.B. The Bank may by notice convert the floating security into a specific charge as regards any assets specified in the notice which the Bank shall consider to be in danger of being seized or sold under any form of distress or execution levied or threatened to be levied and may appoint a receiver thereof.

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The Company covenants with the Bank not without the prior written consent of the Bank to create or permit to subsist any mortgage charge or other encumbrance in favour of any third party of or affecting the aforementioned property or any part or parts thereof.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02587041

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 20th MARCH 1995 AND CREATED BY CHARLES DARTMOUTH PUBLIC LIMITED COMPANY FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO ANGLO IRISH BANK CORPORATION PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 25th MARCH 1995.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 28th MARCH 1995.

A handwritten signature in dark ink, appearing to read 'R. N. Owens'.

RICHARD NEIL OWENS

for the Registrar of Companies



C O M P A N I E S H O U S E

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N.B. Searchers may find it desirable to refer to the mortgage documents microfiche for more detailed particulars

02587041

REGISTER of Charges, Memoranda of CHARLES DARTMOUTH PUBLIC LIMITED COMPANY

| (1) Date of Registration | (2) Serial No. of Docu- ment on file | (3) Date of Creation of each Charge and Description of it | (4) Date of the acquisition of the Property | (5) Amount secured by the Charge £ | (6) Short Particulars of the Property Charged | (7) Names of the Persons entitled to the Charge |
|--------------------------------|---|---|--|--|---|---|
| CHARGE: 10 25/03/1995 | | 20/ 3/95 LEGAL CHARGE | | ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE CHARGE ON ANY ACCOUNT WHATSOEVER | F/H-LAND LYING TO THE SOUTH OF SALTERNS LANE FAREHAM HAMPSHIRE ALSO K/A "THE NEW SALTERNS WATERWORKS" SALTERNS LANE T/N-HP320523 FLOATING CHARGE OVER ALL MOVEABLE PLANT MACHINERY IMPLEMENTS UTENSILS FURNITURE AND EQUIPMENT SEE CHARGE PARTICULARS FORM FOR DETAILS | ANGLO IRISH BANK CORPORATION PLC |

[illegible]