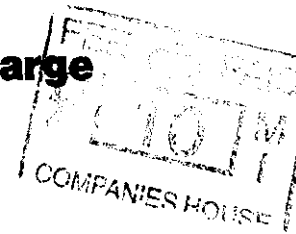


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COMPANIES FORM No. 395

Particulars of a mortgage or charge



395

Pursuant to section 395 of the Companies Act 1985

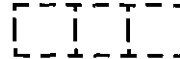
CHA 116

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

To the Registrar of Companies

For official use

Company number



2587041

Name of company

* Charles Dartmouth plc ("the Company")

*insert full name
of company

Date of creation of the charge

16 December 2000

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 Plc ("the Lender")

Amount secured by the mortgage or charge

All monies obligations and liabilities whatsoever whether for principal interest or otherwise which may now or at any time in the future be due owing or incurred by the Company to the Lender under any facility whether present or future actual or contingent and whether alone severally or jointly as principal guarantor surety or otherwise and in whatever name or style and whether on any current or other account or in any other manner whatsoever and including but without limitation all interest commission fees and legal and other costs charges and expenses which the Lender or any receiver appointed by the Lender may charge or incur in relation to the Company or the Deed on a full indemnity basis and so that interest shall be computed and compounded according to the usual practice of the Lender as well after as before any demand or judgment.

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

Anglo Irish Bank Corporation Plc
10 Old Jewry
London EC2R 8DN

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

Dibb Lupton Alsop
3 Noble Street
London
EC2V 7EE
DX: 33866 FINSBURY SQUARE
REF: GP/49778.12

Time critical reference

For official use
Mortgage Section

Post room

40 RPS
078987



A24
COMPANIES HOUSE

A0BYKUNM

0554
22/12/00

The Company charges to the Lender with full title guarantee:-

1. by way of first legal mortgage the freehold property known as land at Airport Service Road, Hilsea, Portsmouth PO3 5PF and known as Cosmopolitan House ("the Property")
 2. by way of assignment any rental income and the benefit to the Company of all other rights and claims to which the Company is now or may in future become entitled in relation to the Property including but not limited to all rights and claims of the Company against all persons who now are or have been or may become lessees sub-lessees licensees or occupiers of the Property and all guarantors and sureties for the obligations of such persons
 3. by way of assignment
- 3.1 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 and
- ...(continuation sheet)

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legibly, preferably
in black type, or
bold block
lettering

Particulars as to commission allowance or discount (note 3)

N/A

Signed

DLA

Date 20 December 2000

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.

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binding margin

Particulars of a mortgage or charge (continued)

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

CHA 116

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

Company Number

2587041

Name of Company

Charles Dartmouth plc ("the Company")

~~limited~~*

* delete if
inappropriate

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

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

• Please do not
write in this
binding margin

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**

continued from 3.1 ...

...the manufacturers suppliers or installers of all plant machinery fixtures fittings and other items now or from time to time in the buildings erected on the Property 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

3.2 all right title and interest of the Company in and to all payments made under and all present and future insurance policies in respect of the property assets debts rights and undertakings charged to the Lender

3.3 by way of assignment all its rights under any agreement or arrangement entered into now or in the future by the Company with any person for the purpose of or in connection with the fixing capping or hedging of the rate of interest payable by the Company in respect of any borrowing or indebtedness and any right or option to enter into any such agreement or arrangement

3.4 by way of assignment the goodwill of the business carried by the Company at the Property and the benefit of all present and future licences and permits held in connection with such business

3.5 by way of floating charge all moveable plant machinery implements utensils furniture and equipment now or from time to time placed on or used in or about the Property

F: LASERFORMS: [MORLEYP] \M395\AIRPORT.LFD

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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. 02587041

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 16th DECEMBER 2000 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 22nd DECEMBER 2000.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 27th DECEMBER 2000.

P
AE



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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