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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

* insert full name
of company

To the Registrar of Companies
(Address overleaf—Note 5)

For official use

Company number

12

2910692

Name of company

* RT (BRIGEND) LIMITED ("THE Company")

Date of creation of the charge

23 March 1998

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

Supplemental Debenture

Amount secured by the charge

See Rider 1

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

Lloyds Bank Plc ("the Lender") PO Box 908, 1 Cornwall Street,
Birmingham

Postcode

B3 2DS

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

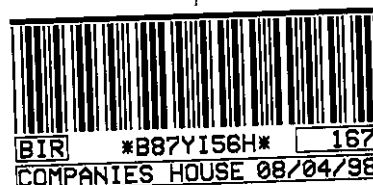
Martineau Johnson
St Philips House
St Philips Place
Birmingham B3 2PP

Ref: JCR/LL106047

Time critical reference

For Official Use
Mortgage Section

Post Room



Short particulars of all the property charged

Please do not
write in
this margin

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

See Rider 2

Particulars as to commission allowance or discount (note 3)

Nil

Signed

Date

8/4/98

On behalf of [company] [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.
- 5 The address of the Registrar of Companies is:-
Companies House, Crown Way, Cardiff CF4 3UZ

Particulars of Mortgage or Charge - 395

RIDER 1

Amount Secured by Charge

All moneys, debts and liabilities which now are or have been or at any time hereafter may be or become due, owing or incurred by the Company to the Lender (in each case, whether alone or jointly, or jointly and severally, with any other Person, whether actually or contingently and whether as principal debtor, guarantor, surety or otherwise).

RIDER 2

1. By way of fixed charge all the Company's present or future Rights attached or relating to:
 - 1.1 a loan facility letter dated 23 March 1998 made between RT (Bridgend) Limited (1) BAA-McArthur/Glen (Swindon) Limited (2) ("BMG Swindon Facility"); and
 - 1.2 a debenture and security trust deed dated 23 March 1998 made between BAA-McArthur/Glen (Swindon) Limited (1) BAA-McArthur/Glen (SH) Limited (2) the Company (3) BAA plc (4) ("BMG Swindon Charge").
2. By way of assignment the benefit to the Company of the BMG Swindon Facility and the BMG Swindon Charge subject to the provision for re-assignment therein contained.

This supplemental Debenture incorporates the provisions of a Fixed and Floating Charge Debenture dated 24 December 1997 made between the Company (1) the Lender (2) ("the Debenture") registered at Companies House on 30 December 1997.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02910692

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A SUPPLEMENTAL DEBENTURE DATED THE 23rd MARCH 1998 AND CREATED BY RT (BRIDGEND) LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO LLOYDS BANK PLC (IN EACH CASE, WHETHER ALONE OR JOINTLY, OR JOINTLY AND SEVERALLY, WITH ANY OTHER PERSON, WHETHER ACTUALLY OR CONTINGENTLY AND WHETHER AS PRINCIPAL DEBTOR, GUARANTOR, SURETY OR OTHERWISE) WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 8th APRIL 1998.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 15th APRIL 1998.

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

1st 4