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CHFP025

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

COMPANIES FORM No. 395

Particulars of a mortgage or charge

022194/78

395

A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge.

FEE PAID £ 13.00 M I COMPANIES HOUSE

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies
(Address overleaf - Note 6)

For official use
151

Company number
3015482

Name of company

*insert full name of Company

* A & PA PROPERTY LIMITED ("the Company")

Date of creation of the charge

8 September 2006

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

LEGAL MORTGAGE

Amount secured by the mortgage or charge

All monies and liabilities (whether actual or contingent and whether principal or surety) now or at any time in the future due, owing or incurred by the Company to the Bank (the "Secured Liabilities").

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

JULIAN HODGE BANK LIMITED
of 31 Windsor Place, Cardiff ("the Bank")

Postcode CF10 3UR

Presentor's name address and reference (if any):
Geldards LLP
Dumfries House
Dumfries Place
Cardiff
CF10 3ZF

For official Use (02/00)
Mortgage Section | Post room

Time critical reference
HAP.RSD.6731.21

ABQALIUI
A01 COMPANIES HOUSE 637 15/09/2006

Short particulars of all the property mortgaged or charged

The Company with full title guarantee and as a continuing security for the Secured Liabilities:

1. charges by way of legal mortgage all those freehold and leasehold properties known as land at Falmouth Docks and registered at HM Land Registry with title under title numbers CL181344, CL61819, CL181343, CL101228, CL181341, CL93678 and CL123362 and all that unregistered land more particularly described and contained within the transfer of land between Falmouth Docks and Engineering Company (1) and the Company (2) dated * September 2006 including all buildings and fixtures together with (unless the context otherwise requires) the assets specified in paragraphs 2, 3 and 4 below ("the Property");

2. charges by way of fixed charge the goodwill of any business carried on at the Property;

3. charges by way of floating mortgage all moveable plant, machinery, *implements, utensils, furniture, goods and equipment now or from time to* time located on or about the Property; and

4. *charges by way of fixed charge all income (in the form of rent or* otherwise) deriving from the Property. Continued...

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

7

95

Particulars as to commission allowance or discount (note 3)

NIL

A fee is payable to Companies House in respect of each register entry for a mortgage or charge. (See Note 5)

Signed Geldards LLP Date 11 September 2006

On behalf of [XXXXXX] [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.

5 A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge. *Cheques and Postal Orders must be made payable to* ***Companies House.***

6 The address of the Registrar of Companies is: Companies House, Crown Way, Cardiff CF14 3UZ

COMPANIES FORM No. 395 (Cont.) AND FORM No. 410 (Scot)(Cont.)

CHFP025

Particulars of a mortgage or charge (continued)

Please do not write in this binding margin

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

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

Company Number

3015482

Name of Company

A & PA PROPERTY LIMITED ("the Company")

Limited*

* delete if inappropriate

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

Amount due or owing on the mortgage or charge (continued)

Please do not write in this binding margin

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

Short particulars of all the property mortgaged or charged (continued)

Please do not write in this binding margin

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

The Company shall not without the prior written consent of the Bank:

(a) create or permit to subsist or arise any mortgage, charge, debenture or any other security interest or encumbrance or any right or option over the Property or any part thereof; or

(b) sell, convey, assign, lease or transfer the Property or any interest therein, or otherwise part with or dispose of the Property or assign or otherwise dispose of any monies payable to the Company in relation to the Property or agree to do any of the above; or

(c) part with or share possession or occupation of the Property or any part of it, or grant any tenancy or licence to occupy the Property or agree to do any of the above.

FILE COPY

CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03015482

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL MORTGAGE DATED THE 8th SEPTEMBER 2006 AND CREATED BY A & P A PROPERTY LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO JULIAN HODGE BANK LIMITED ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 15th SEPTEMBER 2006.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 18th SEPTEMBER 2006 .

REGISTRAR OF COMPANIES FOR ENGLAND AND WALES

THE OFFICIAL SEAL OF THE REGISTRAR OF COMPANIES

Companies House

— for the record —

HC026B