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Particulars of a mortgage or charge

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge.

Please do not
write in
this margin

Pursuant to section 395 of the Companies Act 1985

NM

CHFP025

To the Registrar of Companies

For official use

Company Number

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

*Insert full name of
company

2 S

03125799

Name of company

TERRACE HILL NORTH EAST LIMITED (the "Chargor")

Date of creation of the charge

2 May 2001

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

Deed of Floating Charge (the "Charge")

Amount secured by the mortgage or charge

All present and future obligations and liabilities whether actual or contingent and whether owed jointly or severally or in any capacity whatsoever of the Chargor to the Bank except for any obligation which, if it were so included, would result in a contravention of section 151 of the Companies Act 1985 (the "Secured Liabilities")

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

Anglo Irish Bank Corporation Plc, 10 Old Jewry, London EC2R 8DN and its successors, transferees and assigns (the "Bank")

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

Theodore Goddard
Box 500
21 Bloomsbury Street
London

Ref: 188/778/7031.6066

ALD5\305436 v1

For official use

Mortgage Section

Post room



LD6
COMPANIES HOUSE

0091
10/05/01

Time critical reference

1. FLOATING CHARGE

- 1.1 The Chargor in the manner specified in paragraph 1.2 below, as security for the payment and performance of the Secured Liabilities charged in favour of the Bank by way of a floating charge all its undertaking, property, rights, and assets present and future (including any uncalled capital) wherever situated.

1.2 TITLE GUARANTEE

- 1.2.1 Every disposition effected by the Charge is made with full title guarantee.
- 1.2.2 The other terms of the Charge do not limit or extend any of the covenants implied by virtue of Part 1 of the Law of Property (Miscellaneous Provisions) Act 1994 but create separate and independent obligations having effect cumulatively with those

(Continued on Continuation Sheet 1)

Particulars as to commission allowance or discount (note 3)

N/A

Signed

Therese Goddard

Date

7 May 2001

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 situated 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 made payable to **Companies House**.
- 6 The address of the Registrar of Companies is:-

Companies House, Crown Way, Cardiff CF4 3UZ

Please do not
write in this
binding margin

Particulars of a mortgage or charge (continued)

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

CHFP025

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

Company Number

03125799

Name of Company

TERRACE HILL NORTH EAST LIMITED (the "**Chargor**")

* 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

Please do not write

implied covenants.

2. RESTRICTIONS ON DEALINGS

2.1 In the Charge the Chargor undertook to the Bank that it shall not:

2.1.1 create or permit to subsist any financial encumbrance of whatsoever nature on any Security Asset other than as created by the Charge or as otherwise permitted by or agreed to by the Bank.

3. INTERPRETATION

3.1 Any reference to any assets includes present and future assets and any substitutes thereof, unless the context so requires.

3.2 Any reference to, and the definition of, any document (including the Charge) is a reference to such document as it may be amended, supplemented, modified and replaced (in whole or in part), but disregarding any such change taking place otherwise than in accordance with the Charge.

4. DEFINITIONS

In this Form 395, the following word has the following meaning:

"Security Assets" means all assets of the Chargor the subject of any security created by or pursuant to the Charge.

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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. 03125799

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEED OF FLOATING CHARGE DATED THE 2nd MAY 2001 AND CREATED BY TERRACE HILL NORTH EAST LIMITED FOR SECURING ALL PRESENT AND FUTURE OBLIGATIONS AND LIABILITIES, WHETHER ACTUAL OR CONTINGENT AND WHETHER OWED JOINTLY OR SEVERALLY OR IN ANY OTHER CAPACITY WHATSOEVER, OF THE COMPANY TO ANGLO IRISH BANK CORPORATION PLC EXCEPT FOR ANY OBLIGATION WHICH, IF IT WERE SO INCLUDED, WOULD RESULT IN A CONTRAVENTION OF SECTION 151 OF THE COMPANIES ACT 1985 WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 10th MAY 2001.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 16th MAY 2001.

R. R. R.



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES