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118 612/30
COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

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

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number

Name of company

* Eden Project Limited

Date of creation of the charge

2 August 2002

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

Supplemental Deed

Amount secured by the mortgage or charge

All monies and liabilities actual, contingent, outstanding or otherwise due, owing or incurred from the Trustees of the Eden Trust to Cornwall County Council under an agreement dated 31 March 1999 between the Cornwall County Council and the Trustees of the Eden Trust or by Eden Project Limited.

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

The Cornwall County Council
County Hall
Truro
Cornwall

Postcode TR1 3AY

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

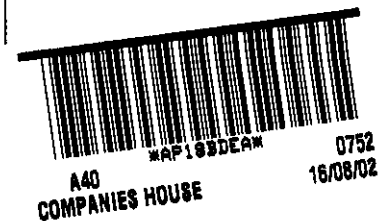
Foot Anstey Sargent
4-6 Barnfield Crescent
Exeter
Devon
EX1 1RF

DX 8308 Exeter

Time critical reference
sh/1018961/16

For official Use
Mortgage Section

Post room



Short particulars of all the property mortgaged or charged

1. By way of Legal Mortgage a Lease dated 10 April 2000 made between (1) Eden Project (Cornwall) Co Limited and (2) Eden Project Limited and a lease also dated 10 April 2000 made between (1) R B Leasing (Eden) Ltd and (2) Eden Project Limited and all buildings and other structures now or from time to time thereon together with the benefit of all easements and other rights now or from time to time benefitting the same ("the Mortgage Property")

2. By way of fixed equitable charge:

(i) All freehold, leasehold and other immovable property now or in the future belonging to Eden Project Ltd together with all buildings, trade and other fixtures, fixed plant machinery of Eden Project Ltd from time to time thereon.

(ii) All causes of action and other rights and remedies which Eden Project Ltd has or may have against any valuers, solicitors and others in relation to the Mortgage Property.

(cont)

Please do not write in this margin

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

Particulars as to commission allowance or discount (note 3)

N/A

Signed



Date

9 August 2002

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

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge. (See Note 5)

† 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 Cheques and Postal Orders are to be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is:-

Companies House, Crown Way, Cardiff CF14 3UZ

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

3278093

Name of Company

Eden Project Limited

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

(iii) All materials, equipment, plant, machinery and other items of whatsoever nature and wheresoever situate whether in the United Kingdom or elsewhere belonging to Eden Project Limited which is intended to or is designated so as to form part of or be comprised in the Eden Project.

(iv) Each and every contract for the construction of the Eden Project now or in the future entered into by Eden Project Limited and any supplemental bond of guarantee and each and all of the contracts now or in the future entered into by Eden Project Limited, its architects, surveyors, quantity surveyors, mechanical or electrical consultants, structural or other engineers or other professional advisers (excluding legal advisers and sale and letting agents) in respect of the Eden Project and all guarantees relating to the performance of all or any other of those contracts.

v) The benefit of the copyright and rights in the name of copyright invested in Eden Project Limited from time to time and any plans, specifications and negatives prepared for or in connection with the Eden Project and the refurbishment, maintenance, servicing, repairs, renewal or other works to the Mortgage Property and other freehold, leasehold and immovable property now or in the future belonging to Eden Project Limited or any plant, machinery or equipment on it and the implied licence of Eden Project Limited in any such plans, specifications and negatives the copyright of which is not invested in Eden Project Limited.

vi) The benefit of all guarantees, warranties and representations given or made by any manufacturers, suppliers and installers of any plant, machinery, equipment, fixtures and fittings now or in the future on the Mortgage Property and any other person under contract with or under a duty to Eden Project Limited in respect of them.

vii) All manuals, operating instructions and service records relating to plant, machinery or equipment on the Mortgage Property and any other freehold, leasehold or other immovable project now or in the future belonging to Eden Project Limited.

viii) The benefit of each and all insurance policies in force from time to time in relation to the Mortgage Property and all monies payable in respect of this insurance policy.

3. By way of floating charge all the assets, property and undertakings of Eden Project Limited both present and future including all its goodwill and uncalled capital for the time being.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03278093

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A SUPPLEMENTAL DEED DATED THE 2nd AUGUST 2002 AND CREATED BY EDEN PROJECT LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE TRUSTEES OF THE EDEN TRUST TO THE CORNWALL COUNTY COUNCIL UNDER THE TERMS OF THE AFOREMENTIONED INSTRUMENT CREATING OR EVIDENCING THE CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 16th AUGUST 2002.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 20th AUGUST 2002.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —