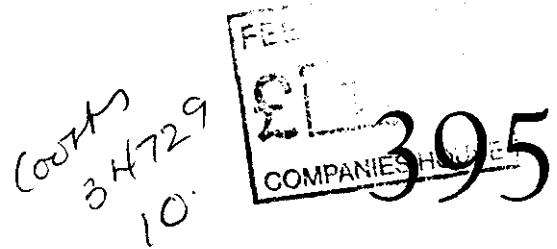


M

COMPANIES FORM No. 395

Particulars of a mortgage or charge

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

To the Registrar of Companies

For official use

Company Number

		8
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3487194

* insert full name of
company

Name of company

* Castelnau Investments Limited

Date of creation of the charge

19 September 2001

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

Mortgage Debenture

Amount secured by the mortgage or charge

All liabilities of the Company present and future actual and/or contingent to Coutts
& Co

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

Coutts & Co

Registered Office: 440 Strand, London

Postcode

WC2R 0QS

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

Coutts & Co

Loan Securities Centre

440 Strand

WC2R 0QS

Presentor's reference
and/or telephone number
Steve Trodd 020 7957 2809

Time critical reference

For official use
Mortgage section

Post room



Short particulars of all the property mortgaged or charged

- (a) A specific equitable charge over the company's estate or interest in all freehold or leasehold properties for the time being belonging to or charged to the Company other than the property hereinafter described and the proceeds of sale thereof.
- (b) A specific charge over all stocks shares or other securities in any subsidiary companies for the time being.
- © A specific charge over all Book and other Debts for the time being but so that the Company shall pay into the Company's account with the Bank all moneys which it may receive in respect of such debts and shall not without the prior consent in writing of the Bank sell factor discount or otherwise charge or assign the same in favour of any other person or purport to do so and the Company shall if called upon so to do by the Bank from time to time execute legal assignments of such book debts and other debts to the Bank.
- (d) A specific charge over its goodwill and the benefit of any licenses.
- (e) A floating charge over the undertaking and all the other property and assets present and the future but so that the Company shall not without the Bank's consent create any mortgage or charge ranking in priority to or pari passu with this charge.
- (f) A charge by way of legal mortgage over the undermentioned property and the proceeds of sale thereof.

Please do not write in this margin

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

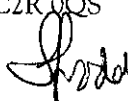
Particulars as to commission allowance or discount (note 3)

Nil

per pro Coutts & Co
Address: Loan Securities Centre
440 Strand
London
WC2R 0QS

Please see notes below.

Signed



Date 24/9/01

On behalf of [company] [Mortgagee/chargee]

* Delete as appropriate

Notes

- 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 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 on Scotland or Northern Ireland) and Form No. 398 is submitted.
- A description of the instrument, eg. "Trust Deed", "Debenture", "Mortgage" or "Legal charge", etc. as the case may be, should be given.
- 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;
 - subscribing or agreeing to subscribe, whether absolutely or conditionally, or
 - procuring or agreeing to produce 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.
- If any of the spaces in this form provide insufficient space the particulars must be entered on the prescribed continuation sheet.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03487194

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A MORTGAGE DEBENTURE DATED THE 19th SEPTEMBER 2001 AND CREATED BY CASTELNAU INVESTMENTS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO COUTTS & CO ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 25th SEPTEMBER 2001.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 26th SEPTEMBER 2001 .



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —