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## COMPANIES FORM No. 395

### Particulars of a mortgage or charge

# 395

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Pursuant to section 395 of the Companies Act 1985

CHA 116

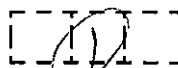
Please complete  
legibly, preferably  
in black type, or  
bold block lettering

\* insert full name  
of company

To the Registrar of Companies

For official use

Company number



3582766

Name of company

\* Carlson Properties Limited

Date of creation of the charge

15th December 1998

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

Debenture

Amount secured by the mortgage or charge

All monies and liabilities which shall for the time being be due owing or incurred to the Bank in its own right or as agent for Irish Nationwide Building Society by the Company whether actually or contingently and whether solely or jointly with any other person and whether as principal or surety including sums becoming due under this charge and interest, discount, commission or other lawful charges and expenses which the Bank may in the course of its business charge and so that interest shall be computed and compounded according to the usual mode of the Bank as well after as before any demand made or judgment obtained.

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

Equity Bank Limited  
Canada House  
65-68 St. Stephen's Green  
Dublin 2.

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

Davies Wallis Foyster  
Harvester House  
37 Peter Street  
Manchester  
M2 5GB

MPJ/55197-35

Time critical reference

For official use  
Mortgage Section

Post room



PMO \*PBP9M00K\* 212  
COMPANIES HOUSE 16/12/98

Short particulars of all the property mortgaged or charged

FIRST the freehold and leasehold property of the Company both present and future and all buildings and fixtures (including trade fixtures) from time to time on any such property and all liens, charges, options, agreements, rights and interests over land both present and future.

SECONDLY the gross rents licence fees and other moneys recoverable now or hereafter at any time by the Company in respect of or arising out of any lease of any freehold or leasehold property or any agreement for lease or otherwise derived by the Company out of any such property including all mesne profits but save for insurance rents or service charges.

THIRDLY all plant machinery, vehicles, computers and office and other equipment of the Company both present and future and all spare parts, replacements, modifications and additions for the same and the full benefit of all warranties and maintenance contracts for any of the same but excluding stock in trade of the Company.

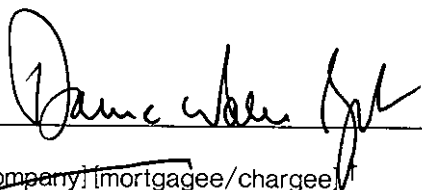
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lettering

Particulars as to commission allowance or discount (note 3)

Nil

Signed



Date 16.12.1998

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 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.

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binding margin

## Particulars of a mortgage or charge (continued)

Continuation sheet No \_\_\_\_\_  
to Form No 395 and 410 (Scot)

CHA 116

Please complete  
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bold block lettering

Company Number

3582766

Name of Company

Carlson Properties 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)

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

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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**

FOURTHLY all stocks, shares, bonds and securities of any kind whatsoever whether marketable or otherwise and all other interests including but not limited to loan capital of the Company both present and future in any company, firm, consortium or entity wheresoever situate including all allotments, accretions, offers, rights, benefits and advantages whatsoever at any time accruing, offered or arising in respect of the same whether by way of conversion, redemption, bonus, preference, option, dividend, interest or otherwise in respect thereof provided however there shall be excluded from the fixed charge any dividend payable by any wholly owned subsidiary.

FIFTHLY all book and other debts, insurance or other claims both present and future (including bank deposits and credit balances and all things in action) due or owing or which may become due or owing to or purchased or otherwise acquired by the Company and the full benefit of all rights and remedies relating thereto including but not limited to any negotiable or non-negotiable instruments, guarantees, indemnities, debentures, legal and equitable charges and other security reservation of proprietary rights, rights of tracing liens and all other rights and remedies of whatsoever nature in respect of the same.

SIXTHLY the uncalled capital, goodwill and all licences relating in any way to the Company's business and all patents, patent applications, inventions, trade marks, trade names, registered designs, copyrights, know how and other intellectual property rights and all licences and ancillary rights and benefits including all royalties, fees and other income deriving from the same both present and future of the Company

SEVENTHLY the undertaking and all other property assets and rights of the Company wheresoever both present and future including but not limited to the stock in trade of the Company wheresoever and the premises First Secondly Thirdly Fourthly Fifthly and Sixthly described (if and in so far as the charges thereon herein contained shall for any reason be ineffective as fixed charges).

The charges hereby created shall as regards the premises First Secondly Thirdly Fourthly Fifthly and Sixthly described be first fixed charges and as to the premises Seventhly described shall be a first floating 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. 03582766

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 15th DECEMBER 1998 AND CREATED BY CARLSON PROPERTIES LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO EQUITY BANK PLC (AS AGENT) WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 16th DECEMBER 1998.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 21st DECEMBER 1998.

A handwritten signature in dark ink, appearing to read 'L. Howells'.

L. HOWELLS.

for the Registrar of Companies

A handwritten signature in dark ink, appearing to read 'St Paul'.



C O M P A N I E S H O U S E