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legibly, preferably
in black type, or
bold block lettering

*insert full name
of Company

COMPANIES FORM No. 395 *cheer / 10 . 5/44 05*

Particulars of a mortgage or charge

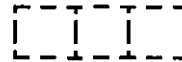
A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge.

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number



3765736

Name of company

* Semiconductor Components Industries UK Limited

Date of creation of the charge

29 November 2000

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

Rent Deposit Deed (the "Deed")

Amount secured by the mortgage or charge

The payment of the whole or any part of the rent or any money payable under the Lease dated 29 November 2000 made between the Chargee (as defined below) and the Company (the "Lease") or any expense incurred by the Chargee or due to the Chargee in consequence of any failure by the Company to observe and perform its covenants and the conditions contained in the Lesae or in the Deed itself.

any expenses

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

TRAMCROFT HOLDINGS LIMITED care of Hartnell Taylor Cook of Somerset House, 18 Canynge Road, Clifton, Bristol, BS8 2SJ

Postcode BS8 2SJ

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

Denton Wilde Sapte
Clifford's Inn
5 Chancery Lane
London
EC4A 1BU

JCH/MWQ/54321.00002

Time critical reference

For official Use
Mortgage Section



A61
COMPANIES HOUSE

0806
07/12/00

Short particulars of all the property mortgaged or charged

The Company charges its interest in the deposit account opened by the Chargee at National Westminster Bank on or before 29 November 2000 and in which the Chargee has placed the sum of £258,000 and all money from time to time withdrawn from such deposit account in accordance with the Deed.

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

Particulars as to commission allowance or discount (note 3)

Nil

Signed

Denton Walker

Date

05 December 2000

On behalf of [company] [mortgagee/chargee] †

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

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03765736

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A RENT DEPOSIT DEED DATED THE 29th NOVEMBER 2000 AND CREATED BY SEMICONDUCTOR COMPONENTS INDUSTRIES UK LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO TRAMCROFT HOLDINGS LIMITED INDER THE LEASE OF EVEN DATE AND ANY EXPENSES WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 7th DECEMBER 2000.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 8th DECEMBER 2000.

[Handwritten signature]



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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