

M

CHFP025

Please do not
write in
this margin

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

* insert full name
of Company

COMPANIES FORM No. 395~~£10~~ / £10.00 / 058354**Particulars of a mortgage or charge**

395

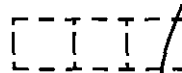
A fee of £10 is payable to Companies House in respect
of each register entry for a mortgage or charge.

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number



03897071

Name of company

* PRIMEQUOTA LIMITED

Date of creation of the charge

23 AUGUST 2000

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

Third Party Charge on Securities (UK)

Amount secured by the mortgage or charge

All the liabilities of Primequota (Bamber Bridge 2000) Limited (Co Reg No 04008909) to The Royal Bank of Scotland plc ("the Bank") of any kind and in any currency (whether present or future actual or contingent and whether incurred alone or jointly with another) including banking charges commission interest costs and expenses.

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

The Royal Bank of Scotland plc
36 St Andrew Square
Edinburgh

Postcode EH2 2YB

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

DLA
101 Barbirolli Square
Manchester
M2 3DL

Ref.: HRS/WL/F7783

Time critical reference

For official Use
Mortgage Section

Post room



JMA
COMPANIES HOUSE

J3520TNU

0569
05/09/00

Short particulars of all the property mortgaged or charged

By way of fixed charge any stocks, shares, bonds, warrants or other securities (certificated or uncertificated) from time to time held in the capital of Primequota (Bamber Bridge 2000) Limited together with all income derived from and all rights attaching to the same.

NOTE

The Third Party Charge of Securities contains covenants by the Company with the Bank

(a) Not without the Bank's prior written consent to create or permit to arise any mortgage charge or lien on the securities charged;

(b) To deposit all documents relating to any bonus or other rights or other issue of stock or shares in respect of the securities charged; and

(c) To mandate to the Bank all dividends, distributions and other income arising from the securities charged.

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

Signed

Date

4th September 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



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03897071

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A THIRD PARTY CHARGE ON SECURITIES (UK) DATED THE 23rd AUGUST 2000 AND CREATED BY PRIMEQUOTA LIMITED FOR SECURING ALL THE LIABILITIES OF PRIMEQUOTA (BAMBER BRIDGE 2000) LIMITED TO THE ROYAL BANK OF SCOTLAND plc ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 5th SEPTEMBER 2000.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 7th SEPTEMBER 2000.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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