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CHFP025

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legibly, preferably
in black type, or
bold block lettering

* insert full name
of Company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

B. 208056

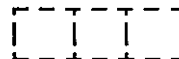
395

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



3946857

Name of company

* ARIANTY NO. 1 PLC

Date of creation of the charge

28 December 2000

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

Supplemental Deed of Charge and Assignment in Security made between
ARIANTY NO. 1 PLC (the "Company") and FIRST ACTIVE FINANCIAL PLC ("FAF")
and CITICORP TRUSTEE COMPANY LIMITED dated 28 December 2000 (the
"Supplemental Deed of Charge")

Amount secured by the mortgage or charge

To duly and punctually pay or discharge the Secured Obligations in
accordance with the terms of Clause 2 of the Deed of Charge. All FC
obligations which the Company may at any time have to the Security
Trustee (whether for its own account or as Security Trustee for the
Secured Parties) or any of the other Secured Parties under or pursuant
to the Finance Documents (including the Deed of Charge) including any
liability in respect of any further advances made under the Finance
Documents, whether present or future, actual or contingent (and whether
incurred solely or jointly and whether as principal or as surety or in
some other capacity) and the Company shall pay to the Security Trustee
when due and payable every sum at any time owing, due or incurred by the
Company to the Security Trustee (whether for its own account or as
Security Trustee for the Secured Parties) or any of the other Secured
Parties in respect of any such liabilities. Provided that neither such
covenant nor the security constituted by the Supplemental Deed of Charge
shall extend to or include any liability or sum which would, but

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

Citicorp Trustee Company Limited (the "Security Trustee")
Ground Floor,
11 Old Jewry,
London

Postcode EC2R 8DU

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

Weil, Gotshal & Manges
One South Place
London
EC2M 2WG

4955/45268/0003 (246381)

Time critical reference

For official Use
Mortgage Section

Post room



PMO
COMPANIES HOUSE
COMPANIES HOUSE

1116
08 12/01
05/01/01

Short particulars of all the property mortgaged or charged

The Company as holder of the beneficial interest therein and subject to Clause 18.1 of the Deed of Charge has assigned to and in favour of the Security Trustee in security of the obligations and undertakings specified in Clause 2 of the Supplemental Deed of Charge its whole right, title and interest, present and future, in and to Trust Property and the whole benefit thereof and deriving thereunder, all as defined in and in terms of the Declaration, and in and to the Declaration, subrogating and substituting the Security Trustee in its full right and place therein and thereto.

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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 Weil, Gotshal & Manges Date 05-January-2001

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 CF4 3UZ

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**Particulars of a mortgage or charge
(continued)**

Continuation sheet No _____
to Form No 395 and 410 (Scot)

CHFP025

Please complete
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bold block lettering

Company Number

3946857

Name of Company

ARIANTY NO. 1 PLC

Limited*

* delete if
inappropriate

Description of the instrument creating or evidencing the mortgage or charge (continued) (note 2)

for this proviso, cause such covenant or security to be unlawful or prohibited by any applicable law (the "Secured Obligations").

Please complete
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Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)

Please complete
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bold block lettering

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

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03946857

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A SUPPLEMENTAL DEED OF CHARGE AND ASSIGNATION IN SECURITY MADE BETWEEN THE COMPANY AND FIRST ACTIVE FINANCIAL PLC AND THE CHARGE OF EVEN DATE DATED THE 28th DECEMBER 2000 AND CREATED BY ARIANTY NO 1 PLC FOR SECURING ALL OBLIGATIONS FROM THE COMPANY TO CITICORP TRUSTEE COMPANY LIMITED (THE SECURITY TRUSTEE) (WHETHER FOR ITS OWN ACCOUNT OR AS SECURITY TRUSTEE FOR THE SECURED PARTIES) OR ANY OF THE SECURED PARTIES UNDER OR PURSUANT TO THE FINANCE DOCUMENTS (INCLUDING THE DEED OF CHARGE) WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 8th JANUARY 2001.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 10th JANUARY 2001.

P.
JR



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —