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COMPANIES FORM No. 395

301223/10

395

CHFP000

Please do not
write in
this marginPlease complete
legibly, preferably
in black type, or
bold block lettering**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

		1
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4563632

Name of company

* insert full name
of Company

* C + C ESTATES LIMITED.

Date of creation of the charge

18/11/2002

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

Collateral Agreement made between Citibank, N.A. ("the Bank") and the
Company (2) ("the Collateral Agreement").

Amount secured by the mortgage or charge

Any existing or future direct or indirect actual or contingent payment or delivery obligation that the company has to Citibank or, where the context requires, to Citigroup Inc., their branches, subsidiaries and affiliates, and anyone who succeeds them or to whom they assign their rights (the "Citigroup Organisation") and includes any amount owing pursuant to loans, overdrafts, interest, fees, expenses, costs, damages or guarantees; any amount owing pursuant to contracts made by the company in connection with foreign exchange, derivatives, precious metals or securities transactions; any amount owing for payments or undertakings that Citibank or any Citigroup Organisation make(s) or enter(s) into on the company's instructions or on the company's behalf, including letters of credit; any amount owing for interest and fees on any of these amounts until all amounts have been discharged. If Citibank or any Citigroup Organisation make(s) demand, or obtain(s) a court judgement against the company, interest and fees will continue to accrue at contractual rates as they did beforehand.

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

Citibank, N.A., London ("Citibank") for itself and on behalf of

Citigroup, Inc., their branches, subsidiaries and affiliates, successors and assigns

41 Berkeley Square, London

Pos

Presentor's name address and
reference (if any):Citibank, N.A.
41 Berkeley Square
London
W1J 5ANFor official Use (02/00)
Mortgage SectionNON
PART
88

Time critical reference



PMO *P9R1600D* 0074
COMPANIES HOUSE 21/11/02
A26 *H12KJGD* 0155
COMPANIES HOUSE 28/11/02
A04 *AU3B4G36* 0476
COMPANIES HOUSE 21/11/02

Short particulars of all the property mortgaged or charged

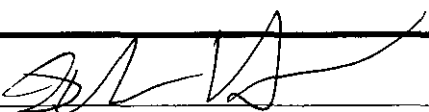
The rights to, benefits and proceeds of anything of any kind held for the company's account, or in a nominee name for the company's account, including anything held by Citibank's agent, depository, or custodian including, but not limited to accounts, claims, contract rights, all documents, instruments and certificates relating to investments, securities, goods, commodities, precious metals, chattels, art works, general intangibles, and all related interest, redemptions and distributions and all income, proceeds and products of the above, items in transit or held with third parties or in a clearing system for the company's account, including margin held with a broker or exchange, deposits, credit balances, currencies, proceeds of realisation or collection and fiduciary placements including those in relation to which Citibank acts as the company's investment advisor, investment manager or custodian and any rights which may be exercised at a future date or on the happening of a direct or contingent event, whether Citibank acts as principal or agent and whether Citibank's identity or the company's is disclosed or not.

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)

Signed



Date

20/11/02

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:-

FILE COPY



**CERTIFICATE OF THE REGISTRATION
OF A MORTGAGE OR CHARGE**

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

COMPANY No. 04563632

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A COLLATERAL AGREEMENT DATED THE 18th NOVEMBER 2002 AND CREATED BY C&C ESTATES LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO CITYBANK, N.A; LONDON UNDER THE TERMS OF THE AFOREMENTIONED INSTRUMENT CREATING OR EVIDENCING THE CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 21st NOVEMBER 2002.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 2nd DECEMBER 2002.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —