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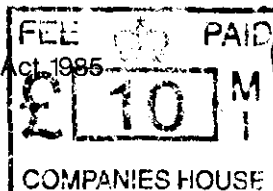
Please complete
legibly, preferably
in black type, or
bold block lettering

*insert full name
of company

COMPANIES FORM No. 395
Particulars of a mortgage or charge

395

Pursuant to section 395 of the Companies Act 1985



RB S
40138
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To the Registrar of Companies

For official use

Company number



00552331

Name of company

* ORB ESTATES PLC

Date of creation of the charge

14 June 2001

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

Security Interest Agreement Deposit with Bank

Amount secured by the mortgage or charge

All the Company's liabilities to 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 all interest at the rate charged to the Company commissions, fees and expenses ("the Company's Obligations").

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

The Royal Bank of Scotland International Limited of PO Box 64 71 Bath Street St Helier Jersey JE4 8PJ ("the Bank").

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

D J Freeman
43 Fetter Lane
London EC4A 1JB

Ref: SOB/01135057

PCL1/1017063/1

Time critical reference

For official use
Mortgage Section

M

| Post room



COMPANIES HOUSE

21/06/01

COMPANIES HOUSE

16/06/01

Non-PART sig only
Ref: SOB/01135057

Short particulars of all the property mortgaged or charged

All monies from time to time standing to the credit of the account maintained by the Company with the Bank (account number 50215127) including any redesignation of that account, any account which derives in whole or in part from such account, any sub-account and any account substituted as the account by written agreement between the parties ("the Account").

The charge created is a security interest in accordance with the Security Interest (Jersey) Law 1983 as amended from time to time.

Note:

1. The Company has undertaken to the Bank that it shall not attempt to sell or create any encumbrance, over withdraw, disperse, pay, assign or otherwise dispose of or deal with the money standing to the credit of the Account or any interest.
2. The Bank is to have a lien on all property of the Company held by the Bank for safe-keeping or otherwise.

Please see attached sheet.

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

Particulars as to commission allowance or discount (note 3)

None

Signed



Date 14 June 2001

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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Particulars of a mortgage or charge (continued)

Continuation sheet No 1
to Form No 395 and 410 (Scot)

CHA 116

Please complete
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bold block lettering

Company Number

00552331

Name of Company

ORB ESTATES PLC

limited

* delete if
inappropriate

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

**Please complete
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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

3. The Bank may from time to time without notice and both before and after demand set off the whole or any part of the Company's obligations against any deposit or credit balance on any account of the Company with the Bank (whether or not that deposit or balance is due to the Company).

**Please complete
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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. 00552331

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A SECURITY INTEREST AGREEMENT DEPOSIT WITH BANK DATED THE 14th JUNE 2001 AND CREATED BY ORB ESTATES PLC FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE ROYAL BANK OF SCOTLAND INTERNATIONAL LIMITED ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 16th JUNE 2001.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 26th JUNE 2001.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —