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COMPANIES FORM No. 395

Particulars of a charge

coop £10 / 067287.

395

Pursuant to section 395 of the Companies Act 1985



To the Registrar of Companies

For official use

Company number



687831

Name of company

* TERRAPIN LIMITED

Date of creation of the charge

14TH JUNE 2000

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

LEGAL CHARGE UNDER BLOCK DISCOUNTING AGREEMENT
DATED 14TH JUNE 2000

Amount secured by the charge

ALL MONIES, OBLIGATIONS AND LIABILITIES NOW OR
HEREAFTER DUE.

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

THE CO-OPERATIVE BANK PLC, P.O. BOX 101, 1 BALLOON ST,
MANCHESTER

Postcode M60 4EP

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

MRS A. BURKE
ASSET FINANCE DEPARTMENT
THE CO-OPERATIVE BANK PLC
P.O. BOX 101
1 BALLOON ST
MANCHESTER M60 4EP
DX 700003 MANCHESTER 6

For official Use
Mortgage Section



A03
COMPANIES HOUSE

AMGSRRDZ

0552
15/06/00

Time critical reference

hort particulars of all the property charged

FIRST FLOATING CHARGE OF ALL RIGHT, TITLE AND INTEREST
IN AND TO THE DEBTS AND THE ASSETS AS DEFINED
IN THE BLOCK DISCOUNTING AGREEMENT DATED
14 JUNE 2000 RELATING TO RECEIVABLES
PURCHASED BY THE CHARGE

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 14 JUNE 2000

On behalf of ~~company~~ [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.

A description of the instrument, eg "Trust Deed", "Debenture", "Mortgage" or "Legal charge", etc, as the case may be, should be given.

- 2 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.
- 3 If any of the spaces in this form provide insufficient space the particulars must be entered on the prescribed continuation sheet.



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 00687831

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 14th JUNE 2000 AND CREATED BY TERRAPIN LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE CO-OPERATIVE BANK PLC WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 15th JUNE 2000.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 19th JUNE 2000.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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