

M

CHFP041

Please do not
write in
this marginPlease 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

A fee of £10 (£13 for forms delivered on or after 1 February 2005) 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)

Name of company

* CTP LIMITED

Date of creation of the charge

13 DAY OF JUNE 2005

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

CHARGE OF FORWARD SALE AGREEMENT

Amount secured by the mortgage or charge

All CTP Limited ("the Mortgagor") liabilities 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) together with the Bank's charges and commission, Interest and Expenses (the 'Mortgagor's Obligations').

"Expenses" means all expenses (on a full indemnity basis) incurred by the Bank or any Receiver at any time in connection with the Forward Sale Agreement dated 16th March 2005 for the sale of the Property with an office building on it once it has been constructed and let made between (1) the Mortgagor and (2) Edward Scott Walsh, Constance Ann Cassidy, Colm Smith, William J Penrose and Donald Pius Joseph Farrelly t/a The Lex Hibernia Property Syndicate (the 'Agreement'), the Property or the Charged Assets or the Mortgagor's Obligations or in taking or perfecting the Charge of Forward Sale Agreement or in preserving defending or enforcing the security created by the Charge of Forward Sale Agreement or in exercising any power under the Charge of Forward Sale Agreement or otherwise with Interest from the date they are incurred.

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

Presentor's name, address and
reference (if any):Brabners Chaffe Street
Solicitors LLP
Brook House
70 Spring Gardens
Manchester M2 2EE
Ref: AJH/AMG

Time critical reference

For official use (02/00)

Mortgage Section

Post room



Short particulars of all the property mortgaged or charged

The Mortgagor covenants to discharge on demand the Mortgagor's Obligations and as a continuing security for such discharge and with full title guarantee:-

1. Assigns to the Bank the benefit (but not the burden) of the Agreement subject to re-assignment on redemption;
2. Assigns to the Bank all the Mortgagor's interest in all contracts present and future for this sale or lease of land at Coronation Park, Swan Meadow Road, Poolstock, Wigan and land on the south side of the Leeds and Liverpool Canal, Wigan all of which land is to be known as Waterside House, Wigan Business Park, Wigan and is registered at HM Land Registry with Title Number GM518150 (part) and GM637604 (part) ("the Property") and all money now and in the future due to the Mortgagor pursuant to such contracts subject to re-assignment on redemption;

3. Charges to the Bank by way of fixed charge:-

(i) all the entire beneficial interest and benefit to the Mortgagor of the Agreement and all documents now in existence for here and after to be made which may be necessary for enabling the Bank to perfect the same.

(ii) the proceeds of any insurance from time to time affecting the Property or the Charged Assets.

"Charged Assets" means the assets charged by clauses 1, 2 and 3 above.

The Mortgagor has covenanted under the terms of the Charge of Forward Sale Agreement that it will not without the Bank's prior written consent:

Please do not write in this margin

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

A fee is payable to Companies House in respect of each register entry for a mortgage or charge. (See Note 5)

Particulars as to commission allowance or discount (note 3)

NIL

Signed

B Rabins Chiff Shurt

Date

15/06/2005

On behalf of ~~company~~ mortgagor/chargee†

Notes

† Delete as appropriate

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. A fee of £10 (£13 for forms delivered on or after 1 February 2005) is payable to Companies House in respect of each register entry for a mortgage or charge. 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.

Please do not
write in this
margin

Particulars of a mortgage or charge (continued)

Continuation sheet No
to Forms Nos 395 and 410 (Scot)

Company number

02178560

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

Name of company

CTP LIMITED

Limited*

*Delete if
inappropriate

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

Amount due or owing on the mortgage or charge (continued)

Please do not
write in this
margin

"Interest" means interest at the rate(s) charged to the Mortgagor by the Bank from time to time.

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

Please do not write
in this margin

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

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

Short particulars of all the property mortgaged or charged (continued)

1. Agree to any material variation of the Agreement;
2. Create or permit to arise any mortgage, charge or lien on the Agreement or the Charged Assets.
3. Grant or accept a surrender of any lease or licence of the Charged Assets.
4. Dispose of or part with or share possession or occupation of the Agreement or the Charged Assets or the Mortgagor's interest in any contracts for the sale or lease of the Property.

Please do not
write in this
margin

**Please complete
legibly, preferably
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. 02178560

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A CHARGE OF FORWARD SALE AGREEMENT DATED THE 13th JUNE 2005 AND CREATED BY CTP LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY 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 16th JUNE 2005.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 21st JUNE 2005.

PDM



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES