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CHFP041

COMPANIES FORM No. 395

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

395

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge.

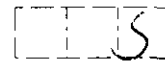
Please do not write in this margin

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

** Insert full name of company*

*To the Registrar of Companies
(Address overleaf - Note 6)*

For official use Company number



03596379

Name of company

* Metnor Group plc, a company incorporated in England and Wales having its registered office at Metnor House Mylord Crescent, Killingworth, Newcastle Upon Tyne, Tyne & Wear, NE12 0YD (the "Chargor")

Date of creation of the charge

16 April 2004

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

Charge of Securities (the "Charge")

Amount secured by the mortgage or charge

The Debtor's Obligations

See Paper Apart I for definitions

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

The Royal Bank of Scotland plc having its registered office at 23 St Andrew Square, Edinburgh (the "Bank")

Postcode EH2 2YB

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

Dundas & Wilson CS
20 Castle Terrace
Edinburgh EH1 2EN

*For official use
Mortgage section*

Post room



A37
COMPANIES HOUSE

0674
21/04/04

Time critical reference

ADCF/SJP/RBS001.1379

Com 395-1/2

Short particulars of all the property mortgaged or charged

In consideration of the Bank giving time or credit banking facilities to the Debtor and for the purposes of securing the discharge on demand of the Debtor's Obligations the Chargor with full title guarantee charges to the Bank the Securities and all income derived from the Securities and all rights attaching to the Securities.

See Paper Apart I for definitions.

Please do not
write in
this margin

Please 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.
(See Note 5)

Particulars as to commission allowance or discount (note 3)

N/A

Signed

Date

20/4/04

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.
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.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03596379

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A CHARGE OF SECURITIES DATED THE 16th APRIL 2004 AND CREATED BY METNOR GROUP PLC FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE DEBTOR 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 21st APRIL 2004.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 23rd APRIL 2004.

P. Ken.



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

This is the Paper Apart I referred to in the foregoing Form 395 in respect of a Charge of Securities by Metnor Group plc in favour of The Royal Bank of Scotland plc dated 16 April 2004.

In the interpretation of this Form 395:-

"Debtor" means City & Northern MP Limited (Registered in the Isle of Man: 109593c);

"Debtor's Obligations" means all the Debtor'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) together with the Bank's charges and commission Interest and Expenses;

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

"Securities" means any stocks shares bonds warrants or other securities (certificated or uncertificated from time to time (1) named in any schedule, including but not limited to the Schedule to the Charge, supplied by or on behalf of the Chargor to the Bank by reference to the Charge or (2) in respect of which title or the relative account entries is/are held in the name of or to the order of the Bank or its nominee or (3) in respect of which the relative certificates or other title documents are deposited with or held to the order of the Bank or its nominee;

"Expenses" means all expenses (on a full indemnity basis) incurred by the Bank at any time in connection with the Securities or the Debtor's Obligations or in taking or perfecting the Charge or in preserving defending or enforcing the security created by the Charge or in exercising any power under the Charge or otherwise with Interest from the date they incurred.

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