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CHFP041

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in black type or
bold block
lettering

* Insert full name
of company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

395

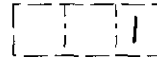
A fee of £10 is payable to Companies House in respect of
each register entry for a mortgage or charge.

517166/20

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

For official use Company number

Name of company



03783395

* VALERISE PROPERTIES LIMITED

Date of creation of the charge

28th October 2004

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

CHARGE ON SHARES made between (1)Brampton Asset Management Limited ("the
Chargor" and Anglo Irish Asset Finance plc ("the Bank")

Amount secured by the mortgage or charge

All liabilities of the Chargor present and future actual and/or contingent
to the Bank

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

Anglo Irish Asset Finance plc

10 Old Jewry, London

Postcode

EC2R 8DN

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

Kuit Steinart Levy
~~3, St. Marys Parsonage~~
~~Manchester M3 2RD~~
DX14325 MANCHESTER 1

REF:ANG003/70

Time critical reference

For official use
Mortgage section

Post room

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A31
COMPANIES HOUSE

0372
16/11/04

Short particulars of all the property mortgaged or charged

The Chargor with limited title guarantee (with the intent that the security so constituted shall extend to all beneficial interests in the Charged Property and to any proceeds of sale or other realisation of the Charged Property or any part of it) and as continuing security for the payment and discharge of the Secured Liabilities charges the Shares and Securities and the Derivative Assets to the Bank.

"Derivative Assets" means all stocks shares warrants or other securities rights dividends interest or other property whether of a capital or income nature accruing offered issued or deriving at any time by way of dividend bonus redemption exchange purchase substitution conversion consolidation subdivision preference option or otherwise attributable to any of the Shares and Securities or any Derivative Assets previously described.

"Shares and Securities" means 20 Ordinary Shares of One Pound fully paid in Brampton Asset Management (St.Georges) Limited

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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)

Signed

Kirsty Black Pacey

Date 11th November 2004

On behalf of [company] [mortgagee/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. 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.

Page 2

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03783395

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A CHARGE ON SHARES DATED THE 28th OCTOBER 2004 AND CREATED BY VALERISE PROPERTIES LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO ANGLO IRISH ASSET FINANCE PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 16th NOVEMBER 2004.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 19th NOVEMBER 2004.

GRH
DX



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —