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COMPANIES FORM No. 402

CR 53

Particulars of a mortgage or charge

402

Pursuant to Article 402(1) of the Companies (Northern Ireland) Order, 1986.

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

For official use

Company number

[35981]

NI 28681

Name of company

* BENMORE DEVELOPMENTS (N.I.) LIMITED

Date of creation of the charge

3rd August 2000.

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

LEGAL MORTGAGE SECURING ALL MONEYS

Amount secured by the mortgage or charge

All monies now or for the time being becoming due or owing by Benmore Developments 9(N.I.) Limited to Anglo Irish Bank Corporation plc on any account or accounts or in any manner whether for or on foot of bills of exchange, promissory notes, loans, credits, advances, leasing guarantees, indemnities, interest, commission, discount, liability in connection with foreign exchange transactions, bank charges (including legal charges occasioned by or incidental to this or any other security held by or offered to the Bank or by or to the enforcement of any such security) or otherwise howsoever and whether Benmore Developments (N.I.) Limited shall be liable therefore alone or jointly with any person or persons as principal or surety together with interest as therein provided.

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

ANGLO IRISH BANK CORPORATION PLC

STEPHEN COURT, 18-21 ST STEPHENS GREEN,

DUBLIN 2

Postcode

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

ref: PMCC/CH/A13-51

MILLAR McCALL WYLIE,
SOLICITORS & CHARTERED TAX ADVISERS,
EARLSWOOD HOUSE,
370/374 UPPER NEWTOWNARDS ROAD,
BELFAST, BT4 3EY.
Telephone: 028 90 200050

For official use

Public Office OF ENTERPRISE
AND INVESTMENT
COMPANIES REGISTRY

11 AUG 2000

COUNTER RECEIVED

Mortgage Section

11 AUG 2000

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

not applicable

Signed W. J. Hall

Date 9th August 2000.

On behalf of [company][mortgagee/chargee]†

†delete as appropriate

Notes

- 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 (Article 402). 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 (Article 405). 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 (Article 405), 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 Article 405(4) applies (property situate in Great Britain) and Form No. 405 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 Box 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 are insufficient the particulars must be entered on the prescribed continuation sheet.

THE SCHEDULE

1. ALL THAT the hereditaments and premises known as 10/18 Cromac Street and 33/37 Market Street Belfast in the Townland of Townparks Parish of Shankill Barony of Upper Belfast and County of the City and County Borough of Belfast.
2. By way of assignment the Rental Income and the benefit to the Company of all other rights and claims to which the Company is now or may in the future become entitled in relation to the Property including but not limited to all rights and claims of the Company against all persons who now are or have been or may become lessees, sub-lessees, licensees or occupiers of the Property and all guarantors and sureties for the obligations of such persons;
3. By way of assignment:-
 - (a) The benefit of all guarantees, warranties and representations given or made by and any rights and remedies against all or any professional advisors now or at any time engaged by the Borrower in relation to the charged property and the manufacturers, suppliers or installers of all plant, machinery, fixtures, fittings and other items now or from time to time in the buildings erected or to be erected on the charged property and any other person firm or borrower now or from time to time under the contract with or under a duty to the Borrower and the benefit of all sums recovered in any proceedings against all or any of such persons;
 - (b) the benefit of all agreements for lease, all the proceeds of any claim, awards, judgement arising out of any agreement for lease and all sums paid or payable to the Borrower under or in respect of any agreement for lease;
 - (c) all right, title and interest of the Borrower in and to all payments made under any and all present and future insurance policies in respect of the charged property.

By way of assignment, all its rights under any agreement or arrangement entered into now or in the future by the Borrower with any person for the purpose of or in connection with the fixing, capping or hedging of the rate of interest payable by the Borrower in respect of any borrowing or indebtedness and any right or option to enter into any such agreement or arrangement.

DUPLICATE FOR THE FILE



NI28681

CERTIFICATE OF THE REGISTRATION OF A MORTGAGE

Pursuant to Article 409(3) of the
Companies (Northern Ireland) Order 1986

I HEREBY CERTIFY that a Mortgage or Charge
dated the third day of August Two thousand and created by

BENMORE DEVELOPMENTS (N.I.) LIMITED

for securing all moneys now due, or hereafter to become due, or from
time to time accruing due from the Company to

ANGLO IRISH BANK CORPORATION PLC

on any account whatsoever, was this day REGISTERED pursuant to
Part XIII of the Companies (Northern Ireland) Order 1986.

Given under my hand at Belfast, this eleventh day of August
Two thousand

Veronica Martin

for the Registrar of Companies for
Northern Ireland

Certificate
received by

sent by recorded delivery

Date *21.8.2K*