F e do not write in this margin

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

* insert full name of company

Particulars of a mortgage or charge

Pursuant to Article 402(1) of the Companies (Northern Ironal) Order 1986

To the Registrar of Companies

For official Use

24 NOV 1999

Company Number

34303

CR 53

N.I. 28681

Name of Company

* BENMORE DEVELOPMENTS (N.I.) LIMITED

Date of creation of the charge

16 NOVEMBER 1999

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

Solicitors' Undertaking to deliver the documents of title to Ulster Bank Limited and meanwhile to hold the said documents in trust for the Bank thereby creating an equitable charge in favour of the Bank

Amount secured by the mortgage or charge

All monies now due or hereafter to become due by the Company to Ulster Bank Limited on any account whatsoever and all present and future actual and contingent liabilities of the Company to said Bank with interest commission and charges.

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

Ulster Bank Limited having its registered office at 11-16 Donegall Square East, Belfast.

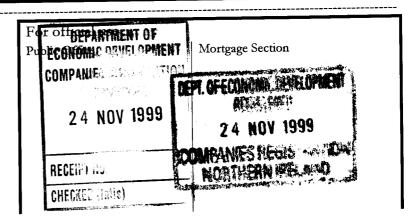
Postcode

BT1 5HD

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

J E A Gribbon Solicitor Ulster Bank Limited 11-16 Donegall Square East Belfast BT1 5HD

PR00118 11/98 60C 079480



Short particulars of all the property mortgaged or charged		Please do not write
The Company's property at 9 Newforge Grange, Belfast as outlined in red on attached Map.		in this margin
		Please complete legibly, preferably black type, or bold block lettering
		;
Particulars as to commission, allowance or discount (note 3) NIL		
sized 1 Table 1	Date 23 November 1999	
On behalf of (company)[mortgagee/chargee]†	l	† delete as appropriate
Notes		
1. The original instrument (if any) creating or evidencing the charge correctly completed must be delivered to the Registry of Comp	anies within 21 days after the date of	

- 1. The original instrument (if any) creating or evidencing the charge, together with these prescribed particulars correctly completed must be delivered to the Registry 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 agreement 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.



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 Solicitors' Undertaking dated the sixteenth day of November One thousand nine hundred and ninety-nine 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

ULSTER BANK LIMITED

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 twenty-fourth day of November

One thousand nine hundred and ninety-nine

Aut Mann

for the Registrar of Companies for Northern Ireland

Certificate received by

____ Date ${\cal L}$