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COMPANIES FORM No. 402

Particulars of a mortgage or charge

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

Please do not
write in this marginPlease complete
legibly, preferably in
black type, or
bold black lettering* Insert full name
of company

To the Registrar of Companies

For official use

Company number

37625

NI 28681

Name of company

* **BENMORE DEVELOPMENTS (N.I.) LIMITED**

Date of creation of the charge

15th March 2001

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

Mortgage/Charge

Amount secured by the mortgage or charge

All monies and liabilities whatsoever

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

Bank of Scotland (Ireland) Limited
Bedford House, 16-22 Bedford Street
Belfast

Postcode

BT2 7EJ

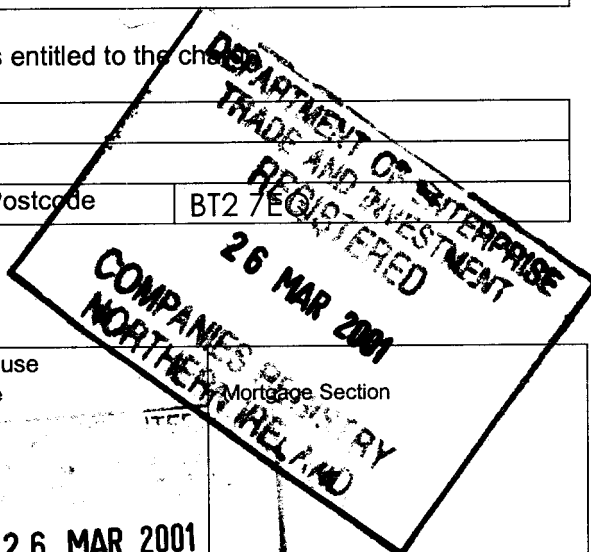
Presenter's name, address
and reference (if any):Bigger & Strahan
Solicitors
Sinclair House
89 Royal Avenue
BELFAST
BT1 1EX

Ref: 5746/11/BJS/JP

For official use
Public Office

26 MAR 2001

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Short particulars of all the property mortgaged or charged

1. 24 Downshire Road, Bangor, Co Down;
2. The benefit of any covenant, agreement or undertaking for road making or for the payment of road charged or other private street improvement or drainage expenses in respect of the above Property or any indemnity against the payment or any such charges or expenses;
3. The benefit of any other covenant, agreement, undertaking, charge, right or remedy relating to the above Property;
4. The benefit of the Company to be paid or to receive compensation under any statute by reason of any compulsory acquisition or other exercise of compulsory powers in relation to the above Property or any refusal, withdrawal or modification of Planning Permission relative thereto or any control or limitation imposed upon or affecting the user of the same.

Please do not write in this margin

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

NOTE – The above Mortgage/Charge contained, inter alia, a covenant on the part of the Company that it would not without the written consent of Bank of Scotland (Ireland) Limited make any disposition of the above Property or create, agree to create or permit to subsist any mortgage, charge or rent charge thereon.

Particulars as to commission, allowance or discount (note 3)

NIL

Signed

Date 22/03/2001

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 (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.

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 fifteenth day of March Two thousand and One 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

BANK OF SCOTLAND (IRELAND) 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-sixth day of March
Two thousand and One

F. Brown

for the Registrar of Companies for
Northern Ireland

Certificate
received by

Sent Out by Recorded Delivery

Date 28/3/01