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

COMPANIES FORM No. 395

Particulars of a mortgage or charge

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

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number



2570616

Name of company

* BROCKHAMPTON HOLDINGS LIMITED

Date of creation of the charge

26TH MARCH 2003

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

LEGAL CHARGE

Amount secured by mortgage or charge

All monies and all obligations and liabilities whether actual or contingent now of hereafter due, owing or incurred to the Bank by the Mortgagor in whatever currency denominated whether on any banking or other account or otherwise in any manner whatsoever (whether alone or jointly and in whatever style, name or form and whether as principal or surety) including, without limitation, all liabilities in connection with foreign exchange transactions, accepting, endorsing or discounting any notes or bills, or under bonds, guarantees, indemnities, documentary or other credits or any instruments whatsoever from time to time entered into by the Bank for or at the request of the Mortgagor and all amounts which may become payable or for which the Mortgagor may become liable under the Legal Charge and together with interest to date of payment as therein provided, commission, fees and other charges and all legal and other costs, charges and expenses incurred by the Bank or any receiver in relation to the Mortgagor or the Mortgaged Property on a full indemnity basis and also all losses and damages that may be sustained, suffered or incurred by the Bank arising out of or in connection with any act, matter or thing done or omitted to be done by the Mortgagor under the Legal Charge or any document, arrangement or agreement between the Mortgagor and the Bank or any disclaimer of any of the Mortgagor's contracts, agreements or arrangements or any of the Mortgagor's liabilities or obligations to the Bank, and also interest on the foregoing to the date of payment and the legal charge secures any further advances.

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

THE GOVERNOR AND COMPANY OF THE BANK OF IRELAND 36 QUEEN STREET
LONDON

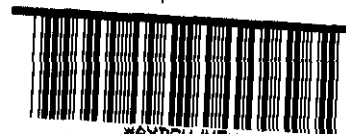
Postcode EC4R 1HJ

Presentor's name address and
reference (if any):GLANVILLES
DX40819
FAREHAM

Time critical reference

For official Use
Mortgage Section

Post room

A12
COMPANIES HOUSE0602
09/04/03

Short particulars of all the property mortgaged or charged

Firstly All that freehold property known as Portsbridge Pumping Station Northern Road Portsmouth and registered with freehold title absolute under title number PM8017 and all buildings, structures, fixtures (including trade fixtures) and fixed plant, machinery and equipment from time to time thereon

Secondly All the right, title and interest of the Mortgagor to and in any proceeds of any present or future insurances of the property firstly described.

Thirdly (Unless otherwise specifically agreed by the Bank in writing), any present and Future goodwill attaching to the property firstly described by reason of the carrying on thereat of the business (if any) of the Mortgagor or a predecessor of the Mortgagor in that business

Fourthly (If the Mortgagor is a company), all movable plant machinery implements utensils furniture and equipment now or from time to time placed on or used in or about the Mortgaged Property.

The charge thereby created shall as regards the property firstly, secondly and thirdly described to be a first fixed charge (and as regards all those parts of the property firstly described shall constitute a charge by way of legal mortgage thereon) and as to the property fourthly described and to the extent any property, assets and/or rights are not or have ceased to be effectively mortgaged or charged by way of first fixed charge shall be a floating charge (which shall crystallise on a demand being made in accordance with the legal charge).

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

Particulars as to commission allowance or discount (note 3)

NIL

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge.
(See Note 5)

Signed



Date 8TH APRIL 2003

On behalf of [company] [~~XXXXXXXXXX~~][†]

[†] 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:-

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02570616

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 26th MARCH 2003 AND CREATED BY BROCKHAMPTON HOLDINGS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE GOVERNOR AND COMPANY OF THE BANK OF IRELAND UNDER THE TERMS OF THE AFOREMENTIONED INSTRUMENT CREATING OR EVIDENCING THE CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 9th APRIL 2003.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 15th APRIL 2003.

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Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES