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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

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

107 515 20-00

57762

Name of company

* Arthur Newbery Limited ("the Company")

Date of creation of the charge

22 March 2000

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

COMMERCIAL MORTGAGE DEED ("the Mortgage Deed")

Amount secured by the mortgage or charge

All sums of money at any time owing or due to the Mortgagee under the terms of the Mortgage Deed and all other indebtedness and liabilities whatsoever (including all interest due thereon) owed by the Company to the Mortgagee either under the Mortgage Deed or on any other account and whether alone or jointly with any other person, firm or corporation and in whatever style, name or form and whether as principal or surety and all costs, losses, charges, expenses, interest and other sums due from the Company to the Mortgagee under the terms of the Mortgage Deed.

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

West Bromwich Building Society
374 High Street
West Bromwich
West Midlands

Postcode B70 8LR

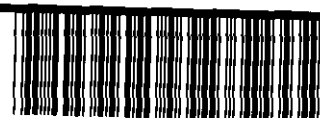
Presentor's name address and
reference (if any):

Cobbetts
Ship Canal House
King Street
Manchester
M2 4WB

HES.NS.01W1153393

Time critical reference

For official Use
Mortgage Section



JMA
COMPANIES HOUSE

J113AP7B

0199
29/03/00

Short particulars of all the property mortgaged or charged

1. By legal mortgage the freehold land and buildings known as 134 High Street, Poole, Dorset being the whole of the land comprised in a conveyance dated 2 January 1959 made between Arthur Butler Limited (1) and Arthur Newbery Limited (2) together with all buildings, trade and other fixtures, fixed plant and machinery from time to time thereon (but excluding any such items as may be personal chattels within the meaning of the Bills of Sale Act, 1878 ("the Property")).

2. By way of First Fixed Charge:

(a) the goodwill of any business at any time carried on by the Company at or from the Property.

(b) (Insofar as the Company is able to charge such items) the full benefit of all present and future licences, consents, permissions and agreements held in connection with the carrying out of the said business or with the development of the property as defined in the Mortgage Deed and the benefit of any compensation payable to the Company from time to time on account of the revocation or non-renewal of any such licence, consent or permission.

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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

Signed

[Signature]

Date 24th March, 2000

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

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 (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 CF14 3UZ

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**Particulars of a mortgage or charge
(continued)**

Continuation sheet No 1
to Form No 395 and 410 (Scot)

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Company Number

5772

Name of Company

Arthur Newbery Limited ("the Company")

~~limited~~

* delete if
inappropriate

Description of the instrument creating or evidencing the mortgage or charge (continued) (note 2)

COMMERCIAL MORTGAGE DEED

Amount due or owing on the mortgage or charge (continued)

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Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)

**Please complete
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(c) The full benefit of any shareholding issued or to be issued to the Company in any management company or similar association which exists to provide services to the Property together with other nearby premises.

(d) (Where the Company is a company incorporated under the Companies Act, 1985 or under the Industrial & Provident Societies Act, 1965 or otherwise as appropriate to the jurisdiction of its domicile) the present and future share capital of the Company.

3. By way of Fixed Equitable Charge all estates and other interests in any land (except the Property) now or at any time vested in or charged to the Company or to which the Company is otherwise entitled and the benefit of licences and other agreements entitling the Company to enter onto or use any land or buildings.

The Company with full title guarantee assigns to the Mortgagee the exclusive right to receive all payment reserved as rent under any lease of the Property under which the Property is entitled as Landlord to receive such payment pursuant to the terms of the Mortgage Deed.

N.B. The Mortgage Deed contains an obligation on the part of the Company to the effect that the Company will not without the consent of the Mortgagee create and permit to subsist or agree any mortgage, charge, pledge lien or other security over the property nor hold or agree to hold the Property or any proceeds of sale or other money derived from the Property on trust for another party except as required under the terms of the Mortgage Deed.

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CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 00057762

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A COMMERCIAL MORTGAGE DEED DATED THE 22nd MARCH 2000 AND CREATED BY ARTHUR NEWBERY, LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO WEST BROMWICH BUILDING SOCIETY ON ANY ACCOUNT WHATSOEVER UNDER THE MORTGAGE DEED WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 29th MARCH 2000.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 31st MARCH 2000.

R. G. P.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



C O M P A N I E S H O U S E