



CHFP041

COMPANIES FORM No. 395

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

395

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



374503/10

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
(Address overleaf - Note 6)

Name of company

For official use Company number

2

2217605

* Sovereign Harbour Limited ("the Company")

Date of creation of the charge

6 September 2002

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

Charge dated 6 September 2001 relating to Land at Sovereign Harbour, Eastborne between (1) the Company and (2) Gazeley Properties Limited ("Gazeley") ("the Charge")

Amount secured by the mortgage or charge

The Company with full title guarantee and as a continuing security charges the Land by way of a first legal mortgage in favour of Gazeley in order to secure all monies from time to time due to Gazeley under the terms of an agreement dated 6 September 2002 between (1) the Company and (2) Gazeley relating to the development of the Land ("the Agreement").

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

Gazeley Properties Limited (Company number: 2127157) of Asda House, Southbank, Great Wilson Street, Leeds

Postcode LS1 5AD

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

Osborne Clarke
Hillgate House
26 Old Bailey
London
EC4M 7HW (Ref: FN)
372711

Time critical reference

For official use
Mortgage section

Post room



A10
COMPANIES HOUSE

0795
14/09/02

Short particulars of all the property mortgaged or charged

The land at Sovereign Harbour, Eastbourne (delineated by a red line on the plan attached ("the Plan") being part of the land registered under title number ESX160682 at the District Land Registry of Portsmouth including all structures, fixtures, plant and equipment on it ("the Land").

By clause 5.1 of the Charge while the Land is charged to Gazeley, the Company must not:

- (a) use it; or
 - (b) carry out development works on it; or
 - (c) apply for planning permission for the use or development of it
- other than as envisaged by the Agreement.

Please do not write in this margin

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

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

Particulars as to commission allowance or discount (note 3)

Nil

Signed



Date

13 SEPTEMBER 2002

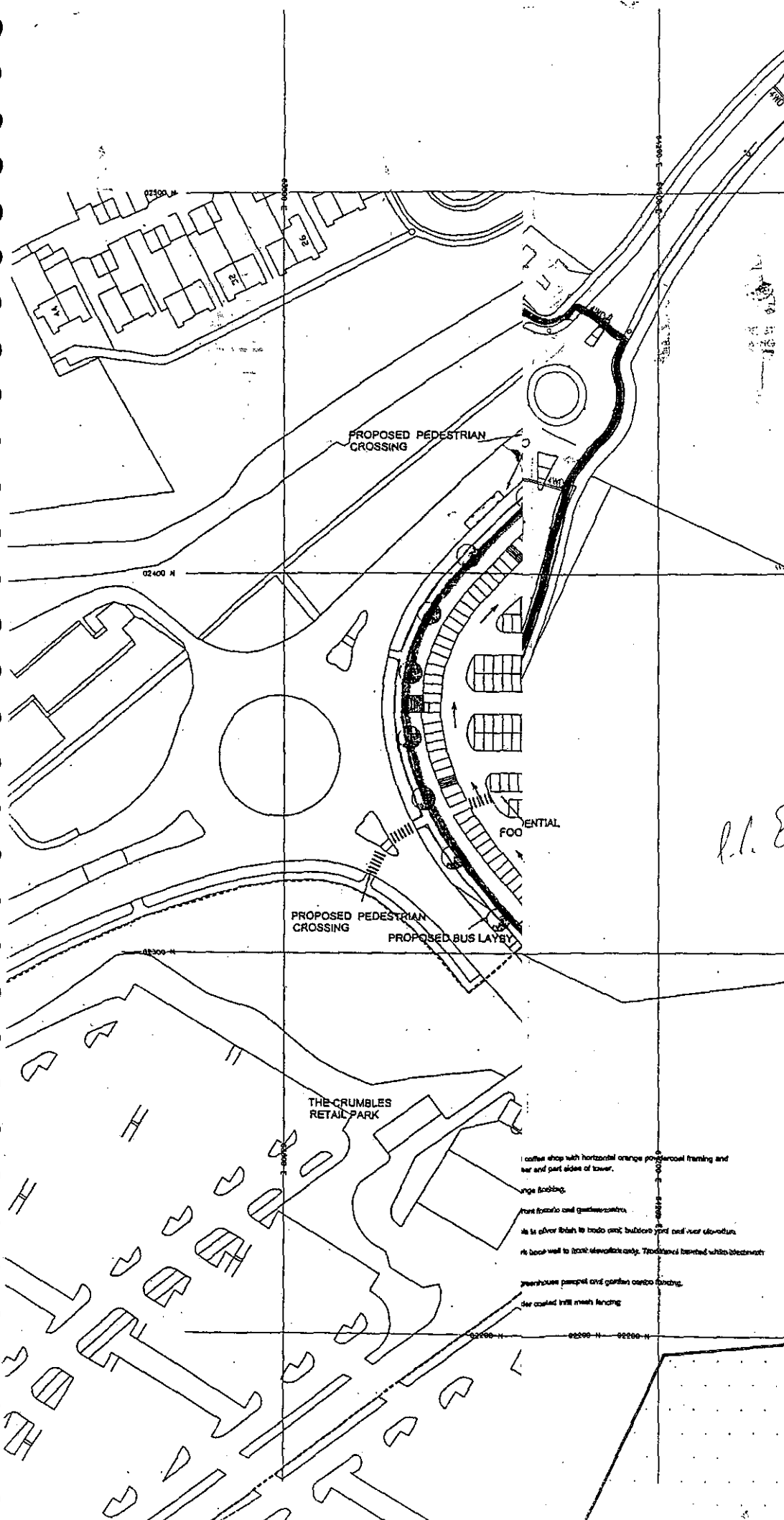
On behalf of [company] [mortgagee/chargee]*

*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 CF4 3UZ.

Revision	Date
Rev A - Amended according to B & Q comments	27.11.01
Rev B - Updated as per B & Q comments	10.12.01
Rev C - Updated	13.12.01
Rev D - Updated	20.12.01



Schedule of Areas

Gross Internal Shop Floor	- 100,000 m ²
First Floor Office	- 2400 m ²
Front Pod	- 2000 m ²
Goods receiving pod	- 5000 m ²
Total Gross Internal Area	
	109,600 m²

TRANSFER PLAN 1

Broadway & Partners

Architects & Designers
100 Broadway
10 Broadway, London SE1 1PL
020 7404 7201 4200
020 7404 7201 4200
www.broadwaypartners.co.uk

Client
Gazeley Prop & New Force Dev
Project
Sovereign Harbour
Location
Eastbourne
Site Layout - Parking/Landscape
To B & Q Specification

Scale	Drawn	Date
1:500	IMG	Oct 2001
Job number	Drawn by	Check by
7881	03_B&Q	D

FILE COPY



**CERTIFICATE OF THE REGISTRATION
OF A MORTGAGE OR CHARGE**

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

COMPANY No. 02217605

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A CHARGE DATED THE 6th SEPTEMBER 2002 AND CREATED BY SOVEREIGN HARBOUR LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO GAZELEY PROPERTIES LIMITED 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 14th SEPTEMBER 2002.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 17th SEPTEMBER 2002 .



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —