

366598/15

Particulars of a mortgage or charge

395

A fee of £13 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)

COMPANIES HOUSE
For official use

Company number

2436003

Name of company

* ATMORE INVESTMENTS LIMITED ("the Company")

Date of creation of the charge

5 December 2005

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

(Legal) Charge Deed ("the Charge")

Amount secured by the mortgage or charge

Any sum advanced to the Company by the Lender and including any further advance or readvance all other monies which now are or at any time afterwards may be or become due from the Company to the Lender and the discharge of all obligations and liabilities whether actual or contingent (including further advances made by the Lender after the date of this Charge and secured directly or indirectly by this Charge) now or afterwards owed by the Company to the Lender whether on any current or other account or otherwise in any manner whatever (whether alone or jointly and in whatever style, name or form and whether as principal or surety) and whether originally owing to the Lender or purchased or otherwise acquired by it together with interest to date of payment at such rates and upon such terms as may from time to time be determined by the Lender in accordance with this Charge or the Loan Offer and all commission, fees and other charges and all legal and other costs and expenses (including internal administrative costs)

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

Northern Rock Plc - Northern Rock House, Gosforth, Newcastle upon Tyne
("the Lender")

Postcode NE3 4PL

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

Cobbetts

Ship Canal House
King Street
Manchester
M2 4WB

CLR.BZB/NN300.567 (2041790)

For official Use (02/00)

Mortgage Section

Post room



A34
COMPANIES HOUSE

AC16HB30

131
10/12/2005

Time critical reference

Short particulars of all the property mortgaged or charged

(a) The Company, with full title guarantee, as a continuing security for the payment of the amount owing charges to the Lender by way of legal mortgage all that freehold property known as 6A and 8 to 18 (even) Cheapside and land lying to the north west of Cheapside registered at HM Land Registry under title number WYK315920, WYK606923 and WYK621057, the leasehold property known as 10 and 12 Richmond Street, Liverpool registered at HM Land Registry under title number MS115303, the freehold property known as 43 Eccleston Street and 1,3 and 5 Leyland Street, Prescott, registered at HM Land Registry under title number MS278282, the freehold property known as land lying to the north of Bridge Street, Market Place, Morpeth, registered at HM Land Registry under title number ND58010, the freehold property known as 30/32 Church Street, Flint, registered at HM Land Registry under title number WA578664, the leasehold property known as the former sight of 28 and 30 Williamson Street, Liverpool registered at HM Land Registry under title number MS195619 and the freehold property known as 56 Market Street, Shaw, registered at HM Land Registry under title number GM601074.

Please do not write in this margin

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

Particulars as to commission allowance or discount (note 3)

Nil

Signed

Date 7 December 2005
~~28 November 2005~~

On behalf of ~~XXXXXX XXXXXXXXXX~~ † the Lender

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

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 A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge. Cheques and Postal Orders must be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is: Companies House, Crown Way, Cardiff CF14 3UZ

† delete as appropriate

CHFP025

Particulars of a mortgage or charge (continued)

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write in this
binding margin

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

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

Company Number

2436003

Name of Company

ATMORE INVESTMENTS LIMITED("the Company")

Limited*

* delete if
inappropriate

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

incurred by the Lender in relation to this Charge in enforcing or seeking to enforce the security created by this Charge on a full indemnity basis (including those in connection with the acts and matters referred to in clauses 9 and 14 of the Schedule); and

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

(b) commission, interest, fees and charges to date of payment (as well after as before any demand or judgment) at the rates and upon the terms from time to time agreed between the Company and the Lender or, if there is no such agreement, determined by the Lender in accordance with this Charge or the Loan Offer and such interest to be compounded in the event of it not being punctually paid in accordance with the usual practice of the Lender, but without prejudice to the right of the Lender to require payment of such interest when due.

Please do not
write in this
binding margin

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

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

(b) assigns to the Lender any option to purchase the freehold or superior leasehold, or to obtain a new lease of the Property, any guarantees relating to the Property, any share or membership rights in a residents' association or management company relating to the Property and any other benefit or right of any kind relating to the Property, its construction or use or title;

(c) charges to the Lender by way of fixed charge the equipment and goods located at the Property, together with all accessories, additions and improvements to, and renewals and replacements of, such equipment and goods and all other fixtures, fittings, plant and machinery which may from time to time be erected on or affixed to the Property;

(d) charges to the Lender by way of floating charge all other moveable plant, machinery, implements, building materials of all kinds, utensils, furniture and equipment now or from time to time placed on or used in or about the Property and belonging to the Company;

(e) charges to the Lender by way of floating charge, the undertaking and all other property assets and rights of the Company whatsoever and wheresoever both present and future (including but not limited to the Property and assets referred to in (a) to (c) above and the stock in trade of the Company;

(f) assigns to the Lender the Goodwill and the Intellectual Property as defined in the Schedule.

The Company has agreed with the Lender that during the continuance of the security the Company will not:-

(a) other than any floating charge permitted under the terms of clause 3.3. of the Schedule, create or allow to subsist over the Property any mortgage, charge, pledge, lien, rights of set off, guarantee or surety assurance, or any other security whatsoever;

(b) without the prior written consent of the Lender in accordance with the Schedule, grant or agree to grant any lease, agreement for lease or licence in respect of the Property, or part with or share possession of the Property or grant any legal or equitable interest in or right over the Property;

(c) accept any surrender of any lease, agreement for lease or licence of the Property;

(d) vary the terms of any lease, agreement for lease or licence of the Property;

(e) make any Disposition (as defined in the Schedule) of the Property, including surrendering or agreeing to surrender the same.

Note:-

The Lender may at any time by notice in writing to the Company convert any of the floating charges into fixed charges as regards any of the assets specified in the notice.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02436003

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A CHARGE DEED DATED THE 5th DECEMBER 2005 AND CREATED BY ATMORE INVESTMENTS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO NORTHERN ROCK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 10th DECEMBER 2005.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 14th DECEMBER 2005.

Pangella



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES