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COMPANIES FORM No. 395

Particulars of a mortgage or charge

A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge.

CHFP025

Please do not write in this margin

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

*insert full name of Company

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number

1816

02539870

Name of company

* WATKIN JONES & SON LIMITED

Date of creation of the charge

18TH AUGUST 2005

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

LEGAL CHARGE

Amount secured by the mortgage or charge

All money, liabilities and obligations due by Watkin Jones & Son Limited ("the Company") to Bank of Scotland ("the Bank") at any time whether:-
(a) they arise before or after the Bank have demanded that they are repaid or carried out; or
(b) they are owed or to be carried out immediately or only after a stated event has occurred; or
(c) the Company owe or are to carry them out on the Company's own or jointly with any other person or as guarantor for any other person together with interest, costs and expenses due from the Company to the Bank ("the Secured Liabilities").

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

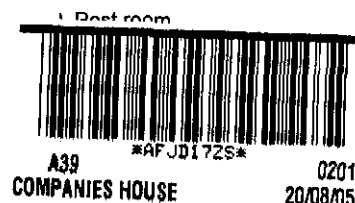
The Bank of Scotland, 2nd Floor, Citymark, 150 Fountainbridge, Edinburgh

Postcode EH3 9PE

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

Brabners Chaffe Street LLP
Brook House
70 Spring Gardens
Manchester
M2 2BQ

For official Use (02/00)
Mortgage Section



Time critical reference

Short particulars of all the property mortgaged or charged

The Company charges with full title guarantee as security for the Secured Liabilities:-

1. by way of legal mortgage the freehold land known as Boulevard Works, Radford Boulevard NG7 3AE and registered at H.M. Land Registry under Title Number NT375962 and the freehold land on the west side of Forster Street, Radford registered at H.M. Land Registry under Title Number NT375963 ("the Property");
2. by way of fixed charge all buildings and other structures on, and items fixed to, the Property;
3. by way of fixed charge any goodwill relating to the Property or the business or undertaking conducted at the Property;
4. by way of fixed charge all plant machinery and other items affixed to and forming part of the Property on or at any time after the date of the Legal Charge;
5. by way of assignment all rents and other sums at any time payable by any tenants or licensees of the Property to the Company together with the benefit of all the Company's rights and remedies relating to them to hold
6. by way of fixed charge the proceeds of any claim made under any insurance policy relating to the Property; and

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

Brabner Chaffin Street

Date

18/08/05.

On behalf of ~~XXXXXX~~ [mortgagee/chargee] †

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

† 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 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

Name of company

*insert full name
of Company

* WATKIN JONES & SON LIMITED

Addendum 1/4

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

Addendum 2/4

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

Addendum 3/4

3. Names, addresses and description of the mortgages or persons entitled to the charge (continued)

Addendum 4/4

4. Short particulars of all the property mortgaged or charged (continued)

7. by way of floating charge all unattached plant, machinery, chattels and goods now or at any time after the date of the Legal Charge on or in or used in connection with the Property or the business or undertaking and conducted at the Property.

The Company has covenanted under the terms of the Legal Charge that it will not without the Bank's prior written consent:-

- (a) make any structural alteration to any buildings on the Property;
- (b) grant any conveyance, transfer or assignment of the Property or any part of it;
- (c) create or permit to exist any security in favour of any person other than the Bank by way of a fixed or floating charge or lien over the Property or any part of it;
- (d) let nor agree to let the Property or any part of it whether under the powers given by Sections 99 and 100 of the Law of Property Act 1925 or otherwise;
- (e) waive, vary, nor agree to waive or vary any of the terms of nor grant any consent, licence or approval under any occupational lease or licence nor exercise any power to terminate or extend the same.

M395 Continuation

Company number

02539870

Name of company

*insert full name
of Company

* WATKIN JONES & SON LIMITED

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02539870

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 18th AUGUST 2005 AND CREATED BY WATKIN JONES & SON LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE BANK OF SCOTLAND 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 20th AUGUST 2005.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 25th AUGUST 2005.

P. Pan



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES