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COMPANIES FORM No. 395

Particulars of a mortgage or charge

018443/63

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)

For official use

Company number

[16]

02539870

Name of company

* WATKIN JONES & SON LIMITED

Date of creation of the charge

6 JUNE 2006

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

ASSIGNMENT BY WAY OF SECURITY ("ASSIGNMENT")

Amount secured by the mortgage or charge

ALL OR ANY MONIES AND LIABILITIES WHICH SHALL FOR THE TIME BEING (AND WHETHER ON OR AT ANY TIME AFTER DEMAND) BE DUE OWING OR INCURRED IN WHATSOEVER MANNER TO THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND (THE "BANK") BY WATKIN JONES & SON LIMITED (THE "COMPANY") WHETHER ACTUALLY OR CONTINGENTLY, SOLELY OR JOINTLY AND WHETHER AS PRINCIPAL OR SURETY AND WHETHER OR NOT THE BANK SHALL HAVE BEEN AN ORIGINAL PARTY TO THE RELEVANT TRANSACTION AND INCLUDING INTEREST DISCOUNT COMMISSION AND OTHER LAWFUL CHARGES AND EXPENSES WHICH THE BANK MAY IN THE COURSE OF ITS BUSINESS CHARGE IN RESPECT OF THOSE MATTERS OR FOR KEEPING THE COMPANY'S ACCOUNT OR IN TAKING OR PERFECTING THE ASSIGNMENT OR IN PRESERVING DEFENDING OR ENFORCING THE SECURITY CREATED BY THE ASSIGNMENT OR IN EXERCISING ANY POWER HEREUNDER AND SO THAT INTEREST SHALL BE COMPUTED AND COMPOUNDED ACCORDING TO THEIR USUAL RATES AND PRACTICE AS WELL AFTER AS BEFORE ANY DEMAND MADE OR JUDGEMENT OBTAINED UNDER THE ASSIGNMENT (THE "SECURED LIABILITIES")

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

THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND
THE MOUND
EDINBURGH

Postcode EH1 1YZ

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

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

{tharper/bank of scotland/watkin
jones (form 395 (Watkin Jones))

Time critical reference

For official Use (06/2005)
Mortgage Section

Post room



Short particulars of all the property mortgaged or charged

THE COMPANY COVENANTS THAT IT WILL ON DEMAND IN WRITING PAY OR DISCHARGE THE SECURED LIABILITIES WHEN THE SAME BECOME DUE AND PAYABLE.

THE COMPANY WITH FULL TITLE GUARANTEE AND WITH THE INTENT THAT THIS SECURITY SHALL RANK AS CONTINUING SECURITY FOR PAYMENT ON DEMAND OF THE SECURED LIABILITIES WHEN THE SAME ARE DUE AND PAYABLE (NOTWITHSTANDING ANY SETTLEMENT OF ACCOUNT OR OTHER MATTER) ASSIGNS AND AGREES TO ASSIGN BY WAY OF SECURITY (AND NOT BY WAY OF CHARGE ONLY) TO THE BANK ALL ITS RIGHT, TITLE AND INTEREST IN AN AGREEMENT DATED 6 JUNE 2006 MADE BETWEEN (1) WATKIN JONES & SON LIMITED (2) QUINTAIN (SALFORD) LIMITED (3) TOWERLOOM LIMITED AND (4) QUINTAIN ESTATES & DEVELOPMENT PLC; AND A BUILDING CONTRACT DATED 3RD OCTOBER 2005 MADE BETWEEN (1) WATKIN JONES (SALFORD) LIMITED AND (2) WATKIN JONES & SONS LIMITED (THE "AGREEMENTS") AND ALL RIGHTS CONTAINED (WHETHER EXPRESSED OR IMPLIED) THEREIN AND, ALL MONIES AND/OR BENEFITS FROM TIME TO TIME ACCRUING THEREUNDER, STANDING TO THE CREDIT OF OR RESULTING THEREFROM INCLUDING, WITHOUT LIMITATION, THE RIGHT TO MAKE DEMAND OR TAKE ANY ACTION (INCLUDING THAT FOR SPECIFIC PERFORMANCE) AGAINST ANY OTHER PARTY TO SUCH AGREEMENTS AND TO EXERCISE ANY REMEDIES AVAILABLE AT LAW OR EQUITY TO THE COMPANY.

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 Drabner Charge Sheet Ltd Date 20.06.06

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**

Company number

02539870

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)

THE COMPANY COVENANTS AND AGREES WITH THE BANK THAT IN RESPECT OF ANY AGREEMENT TO WHICH IT IS A PARTY IT SHALL AT ALL TIMES DURING THE CONTINUANCE OF THIS DEED NOT:

1. NOR PERMIT OR, AS A CONSEQUENCE OF ANY PERSON'S ACTS OR OMISSIONS, ENABLE ANY PERSON TO (IN EACH CASE, WITHOUT THE PRIOR WRITTEN CONSENT OF THE BANK (SUCH CONSENT NOT TO BE UNREASONABLY WITHHELD OR DELAYED)) VARY, AMEND, SUPPLEMENT, REPLACE, CANCEL, SURRENDER, DISCHARGE OR RELEASE ANY SUCH AGREEMENT OR ANY RIGHTS RELATING THERETO;
2. WITHOUT THE PRIOR WRITTEN CONSENT OF THE BANK CREATE OR PERMIT TO ARISE OR CONTINUE ANY FURTHER ENCUMBRANCE OVER OR IN RESPECT OF ANY AGREEMENT;
3. COMPROMISE OR SETTLE ANY CLAIM RELATING TO THE AGREEMENT WITHOUT THE PRIOR WRITTEN CONSENT OF THE BANK (SUCH CONSENT NOT TO BE UNREASONABLY WITHHELD OR DELAYED);
4. WITHOUT THE PRIOR WRITTEN CONSENT OF THE BANK (SUCH CONSENT NOT TO BE UNREASONABLY WITHHELD OR DELAYED) TO WAIVE OR RELEASE ANY OBLIGATION UNDER THE AGREEMENT OR MAKE OR PERMIT ANY AMENDMENT OR ADDITION TO OR VARIATION OF ANY TERMS OR CONDITIONS OF THE AGREEMENT OR ANY PLANS SPECIFICATIONS QUANTITIES OR MATERIALS REFERRED TO THEREIN.
5. DO OR SUFFER ANYTHING TO BE DONE OR OMITTED TO BE DONE WHEREBY ANY OF THE AGREEMENTS MAY BECOME VOID, VOIDABLE, CANCELLED OR MAY OTHERWISE BE TERMINATED OR ANY INCREASED PREMIUM OR ANY OTHER PAYMENT SHALL BECOME PAYABLE BY REASON THEREOF.

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 AN ASSIGNMENT BY WAY OF SECURITY DATED THE 6th JUNE 2006 AND CREATED BY WATKIN JONES & SON LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND ON ANY ACCOUNT WHATSOEVER 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 21st JUNE 2006.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 26th JUNE 2006.

Power



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES