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COMPANIES FORM No. 395

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

395

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

To the Registrar of Companies

For official use

Company number



2930345

Name of company

*Insert full name
of company

* **THE BARON HOMES CORPORATION LIMITED**

(hereinafter called "the Borrower")

Date of creation of the charge

24 June 1998

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

Legal Charge in favour Nationwide Building Society (hereinafter called "the Society")

Amount secured by the mortgage or charge

The Borrower covenants on demand to pay or discharge all the Borrower's present and future actual and contingent indebtedness to the Society on any account whatever held by the Borrower with the Society, whether solely or jointly with any other person or persons (notwithstanding that there may from time to time be a credit or nil balance on any such account) and all the Borrower's other liabilities whatever to the Society, together with interest and any other costs, charges and legal expenses (on a full indemnity basis) charged or incurred by the Society and including those arising from the Society in perfecting, protecting or enforcing or attempting to enforce or protect the Charge or any other security (and its rights thereunder) held by the Society from time to time ("the Indebtedness").

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

NATIONWIDE BUILDING SOCIETY whose chief office is at Nationwide House Pipers Way
Swindon Wiltshire

Postcode SN38 1NW

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

PAUL DAVIDSON TAYLOR
CHANCERY COURT
QUEEN STREET
HORSHAM WEST SUSSEX
RH13 5AD (DX: 57617 HORSHAM)
(REF MR N C S COOK)

For official use
Mortgage section

Post room



A34 *A8J727EV* 696
COMPANIES HOUSE 27/06/98

Time critical reference

Short particulars of all the property mortgaged or charged

As continuing security for the payment and discharge of the Indebtedness, the Borrower charges to the Society by way of legal mortgage with full title guarantee ALL THAT the freehold land and premises being Regent House Princes Place North Street Brighton East Sussex as the same is registered at H M Land Registry with Title Absolute under Title Number ESX159354 ("the Mortgaged Property") including all rights and other matters assigned and/or charged to the Society relating to the Mortgaged Property, together with all buildings, fixtures (including trade fixtures) and fixed plant and machinery from time to time on that Mortgaged Property and the goodwill of any business carried on on the Mortgaged Property together with the benefit of any licences and registrations required in the running of such business.

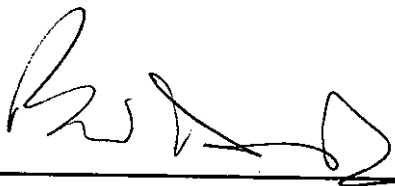
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Please complete legibly, preferably in black type or bold block lettering

Particulars as to commission allowance or discount (note 3)

NIL

Signed



Date

25 June 1998

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.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02930345

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 24th JUNE 1998 AND CREATED BY THE BARON HOMES CORPORATION LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO NATIONWIDE BUILDING SOCIETY ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 27th JUNE 1998.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 30th JUNE 1998.

JENNIFER V MURPHY

for the Registrar of Companies



COMPANIES HOUSE

Post
with
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