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COMPANIES FORM No. 395

053217/26.

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)

For official use

Company number



03925327

Name of company

* KEMPTON HOMES LIMITED of Norcliff Farm, Styal Road, Wilmslow, Cheshire SK9 4HZ

Date of creation of the charge

18 October 2007

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

Legal charge made between KEMPTON HOMES LIMITED ("the Company") (1) and the Governor and Company of the Bank of Ireland (2) ("the Bank") dated 18 October 2007 ("the Legal Charge")

Amount secured by the mortgage or charge

All monies, all obligations and liabilities whether actual or contingent now or hereafter due, owing or incurred to the Bank by the Company in whatever currency denominated whether on any banking or other account or otherwise in any manner whatsoever (whether alone or jointly and in whatever style, name or form and whether as principal or surety) including, without limitation, all liabilities in connection with foreign exchange transactions, accepting, endorsing or discounting any notes or bills, or under bonds, guarantees, indemnities, documentary or other credits or any instruments whatsoever from time to time entered into by the Bank for or at the request of the Company, and all amounts which may become payable or for which the Company may become liable under the Legal Charge and together with interest to date of payment as provided in the Legal Charge, commission, fees and other charges and all legal and other costs, charges and expenses incurred by the Bank or any receiver in relation to the Company or the Mortgaged Property (see below) on a full indemnity basis (see continuation sheet)

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

The Governor and Company of the Bank of Ireland
36 Queen Street, London
Postcode EC4R 1HJ

Presentor's name address and reference (if any)

Mace & Jones
Pall Mall Court
61-67 King Street
Manchester
M2 4PD

SAB/81544 130

Time critical reference

For official Use (06/2005)
Mortgage Section

Post room

THURSDAY

AFXC7U32

A06 25/10/2007 235
COMPANIES HOUSE

CHFP025
Please do not write in this margin
Please complete legibly, preferably in black type, or bold block lettering

*insert full name of Company

Short particulars of all the property mortgaged or charged

Please do not write in this margin
Please complete legibly, preferably in black type, or bold block lettering

33

- 1 The Company charges with full title guarantee -
 - a) All the freehold or leasehold property described in the First Schedule of the Legal Charge as

Freehold land and buildings known as Park Hall, Thurloe Street, Rusholme, Manchester, M14 5SG registered at HM Land Registry under title number GM533383
- 2 All the right, title and interest of the Company to and in any proceeds of any present or future insurances of the property described at paragraph 1
- 3 (Unless otherwise specifically agreed by the Bank in writing) any present and future goodwill attaching to the the property described at paragraph 1 by reason of the carrying on thereat of the business (if any) of the Company or a predecessor of the Company in that business
- 4 All moveable plant machinery implements utensils furniture and equipment now or from time to time placed on or used in or about the property described at paragraph 1
(See Continuation Sheet)

Particulars as to commission allowance or discount (note 3)

N/A

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

Signed *Mace + Jones*

Date *24/10/07*

On behalf of ~~XXXXXXXXXXXXXXXXXX~~ [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 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**

03925327

Name of company

*insert full name
of Company* KEMPTON HOMES LIMITED of Norcliff Farm, Styal Road, Wilmslow, Cheshire
SK9 4HZ

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)

and also all losses and damages that may be sustained, suffered or incurred by the Bank arising out of or in connection with any act, matter or thing done or omitted to be done by the Company under the Legal Charge or any document, arrangement or agreement between the Company and the Bank or any disclaimer of any of the Company's contracts agreements or arrangements or any of the Company's liabilities or obligations to the Bank and also interest on the foregoing to the date of payment

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 charge created by the above shall as regards the property described in paragraphs 1, 2 and 3 above be a first fixed charge (and as regards all those parts of the property described in paragraph 1 shall constitute a charge by way of legal mortgage thereon) and as to the property described in paragraph 4 and to the extent any property assets and/or rights are not or have ceased to be effectively mortgaged or charged by way of first fixed charge shall be a floating charge (which shall crystallise on a demand being made in accordance with clause 2 of the Legal Charge)

FILE COPY



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

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

COMPANY No 03925327

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL MORTGAGE DATED THE 18th OCTOBER 2007 AND CREATED BY KEMPTON HOMES LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE GOVERNOR AND COMPANY OF THE BANK OF IRELAND 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 25th OCTOBER 2007

GIVEN AT COMPANIES HOUSE, CARDIFF THE 30th OCTOBER 2007

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Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES