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COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

A fee of £10 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

Name of company

* KEMPTON HOMES LIMITED

Date of creation of the charge

27 February, 2003

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

LEGAL CHARGE

Amount secured by the mortgage or charge

Kempton Homes Limited ("the Borrower") agrees to pay to The Governor and Company of the Bank of Scotland ("the Bank") all sums of money owed and all liabilities or obligations to be carried out to the Bank at any time and from time to time by the Borrower whether:

- (i) they arise before or after the Bank has demanded that they are repaid or carried out;
- (ii) they are owed or to be carried out immediately or only after a stated event has occurred;
- (iii) the Borrower owes or is to carry them out on his own or jointly with any other persons(s);
- (iv) the Borrower owes or is to carry them out on his own account or as guarantor for other person(s)

together with interest upon them and all costs charges, commission, fees and expenses (including without limitation any value added tax thereon) relating to them (together the "Debt").

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

The Governor and Company of the Bank of Scotland.
Security Documentation Team, Specialist Functions Unit, Support
Services, 1st Floor, 2 Robertson Avenue, Edinburgh

Postcode EH11 1PZ

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

Pannone & Partners
123 Deansgate
Manchester
M3 2BU
AGS/249980.0098

For official Use
Mortgage Section

Post room



A41
COMPANIES HOUSE

0473
11/03/03

Time critical reference

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

- 1 The Borrower with full title guarantee charges as security for the discharge or the payment of the Debt:
- 1.1 by way of legal mortgage the property as described in the Charge and as set out below at clause 4 ("the Property");
- 1.2 by way of fixed charge all buildings and other structures on, and items fixed to, the Property;
- 1.3 by way of fixed charge any goodwill relating to the Property or the business or undertaking conducted at the Property;
- 1.4 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 this Charge;
- 1.5 by way of assignment the Rental Sums together with the benefit of all rights and remedies of the Borrower relating to them to hold to the Bank absolutely subject to redemption upon repayment of the Debt;
- 1.6 by way of fixed charge the proceeds of any claim made under any insurance policy relating to any of the property charged under this Charge; and,
- 1.7 if the Borrower is a company (which shall include an industrial and provident society registered under the Industrial and Provident Society Acts) by way of floating charge all unattached plant, machinery, chattels and goods now or at any time after the date of this Charge on or in or used

Particulars as to commission allowance or discount (note 3)

NONE

Signed Pennone

Date 6 March, 2003

On behalf of [company] [mortgagee/chargee] †

A fee of £10 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 Cheques and Postal Orders are to be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is:-
- Companies House, Crown Way, Cardiff CF14 3UZ

CHFP025

Particulars of a mortgage or charge (continued)

Please do not
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

03925327

Name of Company

KEMPTON HOMES LIMITED

Limited*

* delete if
inappropriate

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

3. In this Charge the Borrower requests that the Chief Land Registrar enters upon the register of title to the Property a restriction that (except under an order of the Registrar) no disposition by the owner of the Property is to be registered without the consent of the Bank or anyone else who is the proprietor of this Charge.

4. "Property" is defined in this Charge as the leasehold property comprising 73 Upper Chorlton Road Moss Side Manchester M16 7RQ registered under Title Number LA90983.

Definitions

The following words have the meanings set out below:

"Conditions" means the Bank's Commercial Charge Conditions (1995 Edition) (filed at HM Land Registry under reference MD308F/01);

"Rental Sums" has the same meaning as ascribed thereto in the Conditions.

Please do not
write in this
binding margin

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

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 CHARGE DATED THE 27th FEBRUARY 2003 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 SCOTLAND ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 11th MARCH 2003.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 14th MARCH 2003.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —