

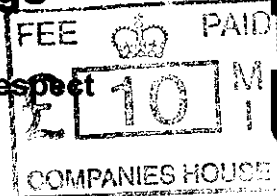
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COMPANIES FORM No. 395

526178/70

Particulars of a mortgage or charge

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge.



395

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number



3982735

Name of company

* Latimer Land (Braintree) Limited (the Company)

Date of creation of the charge

15 July 2003

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

Debenture

Amount secured by the mortgage or charge

All monies and liabilities which shall for the time being (and whether on or at any time after any demand) be due owing or incurred to the Lender by the Company whether actually or contingently and whether solely or jointly with any other person and whether as principal or surety and including interest discount commission or other lawful charges and expenses which the Lender may charge.

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

Latimer Associates (U.K.) Limited (the Lender)
High Street North
Dunstable, Bedfordshire

Postcode LU6 1BY

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

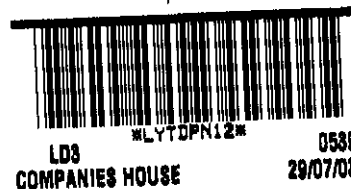
Edwards Geldard
44 The Ropewalk
Nottingham
NG1 5EL

Ref: AHS

Time critical reference

For official Use
Mortgage Section

Post room



Short particulars of all the property mortgaged or charged

- 1 By way of legal mortgage all the freehold and leasehold property now vested in or charged to the Company;
- 2 By way of fixed charge:-
 - (i) all estates or interests in any freehold and leasehold property now and in the future vested in or charged to the Company except the property referred to in paragraph 1;
 - (ii) all the fixtures and fittings of the Company attached to any freehold and leasehold property of the Company;
 - (iii) all the plant and machinery vehicles and computer equipment of the Company present and future not regularly disposed of in the ordinary course of business and all associated warranties and maintenance contracts;
 - (iv) all furniture furnishings equipment tools and other chattels of the Company present and future not regularly disposed of in the ordinary course of business;
 - (v) all the goodwill and uncalled capital of the Company present and future;
 - (vi) all stocks shares and other securities held by the Company from time to time in any subsidiary;
 - (vii) all stocks shares and other securities of the Company present and future except those referred to in paragraph 2 (vi);

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

Denton Wilson Sayk

Date 28 July 2004

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

Latimer Associates (U.K.) Limited

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

3982735

Name of Company

Latimer Land (Braintree)

Limited*

* delete if
inappropriate

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

Please do not
write in this
binding margin

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

Please do not
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Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)

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

- (viii) all intellectual property choses in action and claims of the Company present and future and the proceeds of any insurance from time to time affecting any of the charged property;
- (ix) the benefit of any currency or interest rate swap cap or collar or other hedging agreement or any futures transaction or treasury instrument made with the Lender or any third party;
- (x) all book debts and other debts of the Company present and future and the proceeds of payment or realisation of each of them until the receipt of the proceeds from time to time into an account in accordance with Note 1(b) below; and
- (xi) all funds standing to the credit of the Company from time to time on any account with any bank or financial institution or organisation including all receipts from time to time paid into an account in accordance with Note 1(b) below.

- 3 By way of floating charge all the undertaking and all property assets and rights of the Company present and future not subject to a fixed charge under the Debenture.

Note 1

The Debenture contains covenants by the Company with the Lender:-

- (a) Not without the previous written consent of the Lender to create or permit to arise any mortgage charge or lien on any of the Company's property nor to dispose of any of the Company's property except that the property subject to the floating charge may be disposed of in the ordinary course of business.
- (b) To pay into the Company's account with National Westminster Bank PLC (or such other account as the Lender may approve from time to time) all money which the Company may receive in respect of the Company's book debts and other debts.

Note 2

The Debenture gives the Lender power to appoint an Administrative Receiver.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03982735

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 15th JULY 2003 AND CREATED BY LATIMER LAND (BRAINTREE) LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO LATIMER ASSOCIATES (U.K.) LIMITED ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 29th JULY 2003.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 1st AUGUST 2003.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —