

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

[] [2] []

04273590

Name of company

* MORPUS NO. 1 LIMITED (THE "COMPANY")

Date of creation of the charge

25 NOVEMBER 2002

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

LEGAL CHARGE ("THE LEGAL CHARGE")

Amount secured by the mortgage or charge

AS SPECIFIED IN SCHEDULE 1 TO THIS FORM

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

THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND
NEW UBERIOR HOUSE, 11 EARL GREY STREET, EDINBURGH,

Postcode EH3 9BN

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

Eversheds Solicitors
Eversheds House, 70 Great
Bridgewater Street, Manchester,
M1 5ES

C.CMP DOC REF: 527175

Time critical reference

For official Use
Mortgage Section

Post room



A09
COMPANIES HOUSE

ASJ69GG9

0756
04/12/02

Short particulars of all the property mortgaged or charged

AS SPECIFIED IN SCHEDULE 2 TO THIS FORM

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)

N/A

Signed

Eversheds

Date 3 DECEMBER 2002

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

SCHEDULE 1

Company: MORPUS 1 LIMITED
(the "Company")

Number: 04273590

Amount secured by the Mortgage or Charge

All sums of money owed and all liabilities or obligations to be carried out to BoS at any time and from time to time by the Company whether:

- (i) they arise before or after BoS 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 Company owes or is to carry them out on its own or jointly with any other persons;
- (iv) the Company owes or is to carry them out on its own account or as guarantor for other persons;

together with Interest (as defined below) upon them and Expenses (as defined below) relating to them.

(the "Debt").

"Expenses" means the total of:

- (i) any commission and other charges which BoS may from time to time charge to the Company in the ordinary course of BoS's business in respect of the Debt or any service provided by BoS to the Company;
- (ii) any costs, charges, premiums, fees and expenses incurred from time to time by BoS or the Receiver under BoS's Commercial Charge Conditions (1995 Edition) (filed at HM Land Registry under reference MD 308F/01) (the "Conditions") and which are either repayable by the Company under the Conditions or are incurred in the exercise by BoS or the Receiver of their powers under the Conditions;
- (iii) any costs, charges and expenses incurred by BoS or the Receiver in connection with BoS or the Receiver doing anything to protect the Legal Charge or to obtain possession of or sell or deal (in any other way allowed by the Conditions) with the Property (as defined in Schedule 2 to this Form);

together with Value Added Tax upon such sums where appropriate;

"Interest" means any sum of money payable to BoS by way of interest upon the Debt;

"Receiver" means any person (who may be an employee of BoS) who is appointed by BoS in writing to be the receiver and manager of all or any part of the Property and also any person who is substituted by BoS in writing for such person.

SCHEDULE 2

Company: MORPUS 1 LIMITED
(the "Company")

Number: 04273590

Short particulars of the property mortgaged charged

Pursuant to the Legal Charge, the Company with the full title guarantee charges as security for the Debt (as defined in Schedule 1 to this Form):

1. by way of legal mortgage the Property (as defined below);
2. by way of fixed charge all buildings and other structures on, and items fixed to, the Property;
3. by way of fixed charge any goodwill relating to the Property or the business or undertaking conducted at the Property;
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 the Legal Charge;
5. by way of assignment the Rental Sums (as defined in the Conditions) together with the benefit of all rights and remedies of the Company relating to them to hold to BoS absolutely subject to redemption upon repayment of the Debt (as defined in Schedule 1 to this form);
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 Legal Charge; and
7. if the Company 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 the Legal Charge on or in or used in connection with the Property or the business or undertaking conducted at the Property.

NOTE:

Under the terms of the Legal Charge, the Company covenants with BoS that it shall not at any time during the continuance of the security constituted by the Charge:

1. Create or attempt to create or allow to be created or to exist (whether by a specific agreement imposed by rule of law or Act of Parliament) any charge or lien of any kind over the Property without the prior written consent of BoS.
2. Sell, transfer, lease or otherwise dispose of all or any part of the Property, or agree to do so, whether at law or in equity, without the prior written consent of BoS.

Definitions

“Property” means the land and buildings on the South West side of Highlands Road, Shirley, Solihull, West Midlands and registered at HM Land Registry under title number WM716741.

FILE COPY



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

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

COMPANY No. 04273590

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 25th NOVEMBER 2002 AND CREATED BY MORPUS NO.1 LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND 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 4th DECEMBER 2002.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 6th DECEMBER 2002.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —