CHFP025

Please do not write in this margin

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

* insert full name of Company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

FFF 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)

Name of company

For official use Company number 1 121 4407962

COMPANIES HOUSE

Harpworth Limited

Date of creation of the charge

25 July 2002

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

LEGAL CHARGE

Amount secured by the mortgage or charge

All sums of money owed and all liabilities or obligations to be carried out to the Mortgagee the person entitled to the Charge as hereinafter set out and at any time and from time to time by the Company whether:-

- 1. They arise before or after the Mortgagee has demanded that they are repaid or carried out
- 2. They are owed or to be carried out immediately or only after a stated event has occured
- 3. The Company owes or is to carry them out on its own or jointly with any other persons
- 4. The Company owes or is to carry them out on its own account or as guarantor for other persons; together with interest upon them and expenses relating to them

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

Mortgage

GOVERNOR & COMPANY OF THE

Bank of Scotland Commercial Banking Services 3 Mid New Cutlins Telford House Edinburgh

> Postcode EH11 4DH

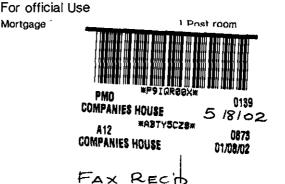
> > M

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

Shoosmiths The Lakes Northampton NN4 7SH DX 712280 Northampton

JCT 91687.24

Time critical reference



Page 1

(PLEASE SEE FAX)

LEASEHOLD

- 1. By way of Legal Charge all that (Freehold) property known as land at Wisbech Road Kings Lynn Norfolk as the same is described in a Transfer of Part made between Mars Pension Trustees Limited (1) and the Borrower (2) ("the Property")
- 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 income together with the benefit of all rights and remedies of the Borrower relating to them to hold to the Mortgagee absolutely subject to redemption upon repayment of all sums owing to the Mortgagee
- 7. By way of fixed charge the proceeds of any claim made under any insurance policy relating to any of the Property charged under the Legal Charge.
- 8. 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.

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)

NOT APPLICABLE

Signed

Phosents

Date 30 July 2002

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

charge. (See Note 5)

appropriate

register entry for a mortgage or

A fee of £10 is payable to Companies House in respect of each

Notes

- 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

The Lakes, Northampton, NN4 7SH Tel +44 (0) 1604 543000 Fax +44 (0) 1604 543543 DX 712280 Northampton 12

FAX TRANSMISSION

Name:

Organisation:

To:

Susan Gwilliam

Companies House

02920 380827

From:

John Temple

Direct Dial:

01604 543576

Email:

John.Temple@Shoosmiths.co.uk

No. of Pages:

Date:

5 August 2002

(including this one)

Our Ref: JCT cae

Your Ref:

Subject:

BANK OF SCOTLAND - HARPWORTH LIMITED

Further to our telephone conversation on the above matter, I confirm that the M395 should refer to Leasehold and not Freehold.

Many thanks.

JOHN TEMPLE **PARTNER**





CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 04407962

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 25th JULY 2002 AND CREATED BY HARPWORTH 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 5th AUGUST 2002.

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





