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COMPANIES FORM No. 395

Particulars of a mortgage or charge

354522/13.

395

A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge.

CHFP025

Please do not write in this margin

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

*insert full name of Company

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number



05085421

Name of company

* City Lofts (Newport Road) Limited ("Assignor")

Date of creation of the charge

11 August 2005

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

Assignment dated 11 August 2005 ("Assignment") made between (1) the Assignor and (2) The Governor and Company of Bank of Scotland ("BoS")

Amount secured by the mortgage or charge

All or any monies and liabilities which shall for the time being (and whether on or at any time after demand) be due owing or incurred in whatsoever manner to BoS by the Assignor whether or not BoS shall have been an original party to the relevant transaction and including interest discount commission and other lawful charges and expenses which BoS may in the course of its business charge in respect of those matters or for keeping the Assignor's account and so that interest shall be computed and compounded according to the usual BoS rates and practice as well after as before any demand made or judgement obtained under the Assignment ("Secured Liabilities")

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

The Governor and Company of Bank of Scotland, Bank of Scotland Corporate, PO Box 39900, Level 7 Bishopsgate Exchange, 155 Bishopsgate, London
Postcode EC2M 3YB

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

DLA Piper Rudnick Gray Cary UK LLP
Princes Exchange, Princes Square,
LEEDS, LS1 4BY

ABC/5831/120561/7250259

Time critical reference
ABC

For official Use (02/00)
Mortgage Section

Post room

A09 4R47L10 0633
COMPANIES HOUSE 16/08/05

Short particulars of all the property mortgaged or charged

The Assignor with full title guarantee and with the intent that the Assignment shall rank as continuing security for payment on demand of the Secured Liabilities (notwithstanding any settlement of account or other matter) assigns by way of security (and not by way of charge only) to **BoS** all its right, title and interest in and to those agreements and accounts set out in Schedule 1 of the Assignment being the following:

1. Building Contract dated 6 April 2005 made between (1) the Assignor and (2) Midas Construction Limited.
2. The following deeds of appointment:
 - 1 Bay Associates as structural engineer by the Assignor dated 6 April 2005;
 - 2 Faber Maunsell as mechanical and electrical services engineer by the Assignor dated
 - 3 Conran & Partners as architect by the Assignor dated
 - 4 EC Harris LLP as project manager/employer's agent/quantity surveyor and planning supervisor by the Assignor dated 4 July 2005;

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 DLA Piper Rudnick Gray Cary UK LLP

Date 11 August 2005

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

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

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

† delete as appropriate

**Particulars of a mortgage or charge
(continued)**

CHFP025

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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

05085421

Name of Company

City Lofts (Newport Road) Limited ("Assignor")

Limited*

* delete if
inappropriate

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

[Empty box for description of the instrument]

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

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Please do not
write in this
binding margin

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*

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- 5 Holder Mathias Architects as technical architect by the Assignor dated 21 June 2005;
- 6 Hoare Lea as services architect by the Assignor dated 30 June 2005;
- 7 John Taylor Associates as planning consultant dated
- 8 Malcolm Hollis as party wall surveyor dated

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

2. Collateral Warranties from the following professionals:

- 1 Bay Associates as structural engineer dated 6 April 2005;
- 2 Faber Maunsell as mechanical and electrical services engineer dated
- 3 Conran & Partners as architect dated
- 4 EC Harris LLP as project manager/employer's agent/quantity surveyor and planning supervisor dated 6 July 2005;
- 5 Holder Mathias Architects as technical architect dated 6 July 2005;
- 6 Hoare Lea as services architect dated 15 July 2005;
- 7 John Taylor Associates as planning consultant dated
- 8 Malcolm Hollis as party wall surveyor dated

Control Accounts

The following accounts maintained by the Assignor with BoS:

Account Name	Account Number
Development Account	6054009
Rental Income Account	6053997
Retention Account	6053989
Sales Proceeds Account	6053970
VAT Account	6053962

Sort code in relation to all the above accounts: 80-20-00

and all rights contained (whether expressed or implied) therein and all monies and/or benefits from time to time accruing thereunder, standing to the credit of or resulting therefrom including, without limitation, the right to make demand or take any action (including that for specific performance) against any other party to such agreements and to exercise any remedies available at law or equity to the Assignor.

NOTE 1

The Assignment contains further assurance provisions and a power of attorney in favour of BoS and every person to whom BoS delegates the exercise of such power

FILE COPY



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

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

COMPANY No. 05085421

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT AN ASSIGNMENT DATED THE 11th AUGUST 2005 AND CREATED BY CITY LOFTS (NEWPORT ROAD) 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 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 16th AUGUST 2005.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 23rd AUGUST 2005.

P DML



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —