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CHFP025

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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**

395

A fee of £13 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

13

05154437

Name of company

* City Lofts (Springfield Mill) Limited ("Assignor")

Date of creation of the charge

15 July 2005

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

Assignment dated 15 July 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/5831/120240/6996749

Time critical reference
ABC

For official Use (02/00)
Mortgage Section

Post room



A43
COMPANIES HOUSE

0706
19/07/05

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. The following deeds of appointment:

- 1 John Allen Consulting by the Assignor dated 25 May 2005;
- 2 Goring Berry as quantity surveyor in by the Assignor dated 21 June 2005;
- 3 Design Group Three Architects Limited as architect by the Assignor dated 5 July 2005;
- 4 EC Harris LLP as employer's agent and project manager by the Assignor dated 27 June 2005;
- 5 ADC as acoustic consultant by the Assignor dated 27 June 2005;
- 6 Appleyard & Trew as planning supervisor by the Assignor dated 29 June 2005.

Particulars as to commission allowance or discount (note 3)

NIL

Signed DLA Piper Rudwick Gray Cary UK LLP

Date 15 July 2005

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

Please do not write in this margin

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

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 situated 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

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Particulars of a mortgage or charge (continued)

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binding margin

Continuation sheet No 1
to Form No 395 and 410 (Scot)

*Please complete
legibly, preferably
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bold block lettering*

Company Number

05154437

Name of Company

City Lofts (Springfield Mill) Limited ("Assignor")

Limited*

* delete if
inappropriate

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

*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
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bold block lettering*

2. Collateral Warranties from the following professionals:
- 1 John Allen Consulting dated 5 July 2005;
 - 2 Goring Berry as quantity surveyor dated 6 July 2005;
 - 3 Design Group Three Architects Limited as architect dated 5 July 2005;
 - 4 EC Harris LLP as employer's agent and project manager dated 12 July 2005;
 - 5 ADC as acoustic consultant dated 12 July 2005;
 - 6 Appleyard & Trew as planning supervisor by the Assignor dated 5 July 2005.
3. Performance bond dated 28 February 2005 between (1) Jessops Construction Limited, (2) the Assignor and (3) Markel International Insurance Company Limited.
4. Retention bond dated _____ between (1) Jessops Construction Limited, (2) the Assignor and (3) Markel International Insurance Company Limited.

*Please complete
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bold block lettering*

Control Accounts

The following accounts maintained by the Assignor with BoS:

Account Name	Account Number
Development Account	6053890
Rental Income Account	6053858
Retention Account	6053823
Sales Proceeds Account	6053815
VAT Account	6053807

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. 05154437

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT AN ASSIGNMENT DATED THE 15th JULY 2005 AND CREATED BY CITY LOFTS (SPRINGFIELD MILL) 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 19th JULY 2005.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 21st JULY 2005.

Re



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES