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COMPANIES FORM No. 395

128005/13

Particulars of a mortgage or charge

395

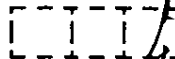
A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge.

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number



05784150

Name of company

* CITY QUAY (LIVERPOOL) LIMITED

Date of creation of the charge

13 December 2007

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

Legal Charge

Amount secured by the mortgage or charge

the payment of all monies covenanted to be paid as determined in accordance with recital (3) of the Legal Charge being a sum of money determined in accordance with the relevant provisions of a Transfer dated 2 February 2000 between (1) the Secretary of State for Health and (2) Alfred McAlpine Homes North West Limited as covenanted to be paid by the Mortgagor pursuant to a Deed of Covenant dated 13 November 2007 between (1) George Wimpey City 2 Limited (2) City Quay (Liverpool) Limited and (3) the Secretary of State for Health

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

The Secretary of State for Health, Richmond House, 79 Whitehall, London

Postcode SW1A 2NS

Presentor's name address and reference (if any)

Hempsons
Portland Tower
Portland Street
Manchester
M1 3LF

JD 2014 AEB 25-503

Time critical reference

For official Use (06/2005)

Mortgage Section

Post room

THURSDAY



AANKYVN7

A22

20/12/2007
COMPANIES HOUSE

124

Short particulars of all the property mortgaged or charged

28 18 hectares (or thereabouts) of land at Calderstones Hospital Mitton Road
Whalley Lancashire registered at the Land Registry under title number LA86702

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

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

Signed

Hempers

Date 17 December 2003

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

† 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 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**.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No 05784150

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 13th DECEMBER 2007 AND CREATED BY CITY QUAY (LIVERPOOL) LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE SECRETARY OF STATE FOR HEALTH 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 20th DECEMBER 2007

GIVEN AT COMPANIES HOUSE, CARDIFF THE 28th DECEMBER 2007

P. Cori



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES