

COMPANIES FORM No. 395

Particulars of a mortgage or charge

M

CHFP025

Please do not
write in
this margin

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

*insert full name
of Company

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

Name of company

(WARD HOMES) Limited (hereinafter referred to as "the Company")

Date of creation of the charge

25 MARCH 2003

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

Supplemental mortgage dated 25.03.03 by the Company in favour of The Royal Bank of Scotland plc (as Agent and Security Trustee) relating to a composite guarantee and debenture executed by inter alia Ward Homes Group Limited (formerly Kealoha II Limited) and others in favour of The Royal Bank of Scotland plc (as agent and security trustee for itself and each of the Secured Parties) on 12th July 2002 and as supplemented and amended from time to time.

Amount secured by the mortgage or charge

See Appendix A

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

The Royal Bank of Scotland plc (as agent and security trustee for
itself and each of the Secured Parties)
Level 7, 135 Bishopsgate
London

Postcode EC2M 3UR

Presenter's name address and
reference (if any): MFE/WASOSQS:
CRIPPS HARRIES HALL

CRIPPS HARRIES HALL
WALLSIDE HOUSE
12 MOUNT EPHRAIM ROAD
TUNBRIDGE WELLS
DX 3954

Time critical reference

For official Use
Mortgage Section

Post room



A34
COMPANIES HOUSE

0646
28/03/03

Short particulars of all the property mortgaged or charged

See Appendix B

Please do not
write in
this margin

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

Particulars as to commission allowance or discount (note 3)

N/A

Signed Cripps Harries Hall

Date 26.03.03

On behalf of XXXXXX (mortgages/charges)

A fee of £10.00
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

TOTAL P.02

COMPANIES HOUSE FORM 395**SUPPLEMENTAL MORTGAGE****APPENDIX A****Amount secured by the supplemental mortgage
(hereinafter referred to as the "Secured Liabilities")**

All present and future obligations and liabilities (whether actual or contingent and whether owed jointly or severally or as principal debtor, guarantor, surety or otherwise or as the equivalent obligor under the laws of any other jurisdiction) of each Obligor to the Security Trustee and to the Secured Parties and to any of them under any of the Financing Documents together with:

- (a) all costs, charges and expenses incurred by the Security Trustee or any Secured Party in connection with the protection, preservation or enforcement of its rights under any of the Financing Documents;
- (b) any refinancing, novation, refunding, deferral or extension of any of those obligations or liabilities;
- (c) any further advances and additional facilities which may be made by any Secured Party to any Obligor under any agreement expressed to be supplemental to any of the Financing Documents and all interest, fees and costs in connection therewith;
- (d) any claim for damages or restitution in the event of rescission of any of those obligations or liabilities or otherwise in connection with any of the Financing Documents;
- (e) any claim against any Obligor flowing from the recovery by an Obligor of a payment or discharge in respect of any of those liabilities on grounds of preference or otherwise; and
- (f) any amounts which would be included in any of the foregoing but for any discharge, non-provability, unenforceability or non-allowability of the same in any insolvency or other proceedings.

Capitalised terms are defined in Appendix C attached hereto.

COMPANIES HOUSE FORM 395

SUPPLEMENTAL MORTGAGE

APPENDIX C

The terms and expressions used in this Companies Form 395 have the meanings as set out below:

"Banks" means the Banks as defined in the Senior Facility Agreement;

"Debenture" means a composite guarantee and debenture executed by *inter alia* Ward Homes Group Limited (formerly Kealoha II Limited) and others dated 12th July 2002 in favour of The Royal Bank of Scotland plc (as agent and security trustee for itself and each of the Secured Parties), (in such capacity as Agent, Arranger, Issuing Bank, Ancillaries Bank and Security Trustee);

"Financing Documents" has the meaning ascribed to it in the Debenture;

"Group" means the Parent and its subsidiary undertakings from time to time;

"Hedging Banks" has the meaning ascribed to it in the Debenture;

"Mezzanine Lenders" means the Lenders from time to time as defined in the Mezzanine Loan Agreement;

"Mezzanine Loan Agreement" means the mezzanine loan facility agreement between Ward Homes Group Limited (formerly Kealoha II Limited) (as Borrower), The Royal Bank of Scotland plc (as Arranger) and RBS Mezzanine Limited (as Agent and Lender) and the Lenders dated 12th July 2002;

"Obligor" means any person which is or has been a member of the Group and which has or which will have any liability (actual or contingent) and whether alone or jointly with any other person and whether as principal debtor, guarantor or surety or otherwise (or as the equivalent obligor under the laws of any other jurisdiction) to the Security Trustee and the Secured Parties or any of them for the payment or repayment of any amounts outstanding or capable of becoming outstanding under the Financing Documents;

"Parent" means Ward Homes Group Limited (formerly Kealoha II Limited) (registered number 4421641);

"Property" means ★; LAND E SANDWICH ROAD ASH KENIT - REGISTERED AT LAND REGISTRY UNDER NO. K344616 K258613 K214277.

"Secured Parties" means the Banks, the Hedging Banks and the Mezzanine Lenders and **"Secured Party"** shall mean any one of them; and

"Senior Facility Agreement" means the term loan, revolving credit and guarantee facility agreement among Ward Homes Group Limited (formerly Kealoha II Limited) and others (as Borrowers), The Royal Bank of Scotland plc (as Arranger, Agent, Issuing Lender and Ancillaries Lender) and the Lenders dated 12th July 2002.

Bank's Copy

Resolution re Supplemental Mortgage

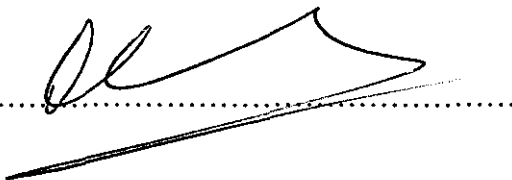
Extract from the Minutes of a Meeting of the Directors of Ward Homes Limited (the "Company").

"After due consideration of all the circumstances and on being satisfied that it is for the benefit of the Company and in the interests of the Company for the purpose of carrying on its business to create a supplemental mortgage in the form now produced (the "Supplemental Mortgage") to secure all the liabilities therein mentioned to The Royal Bank of Scotland plc as Security Trustee.

It was resolved that the Supplemental Mortgage be executed as a deed by the Company and that it be duly registered in the books of the Company and with the Registrar of Companies".

I hereby certify that the foregoing is a true extract from the Minutes of a Meeting of the Directors of the Company at which (All appropriate interests having been declared) a quorum entitled to vote was present duly held on the 19th day of March 2003 and that a true copy of the Supplemental Mortgage has been retained by the Company.

Secretary.....

A handwritten signature in black ink, consisting of a series of loops and a long horizontal stroke at the end, positioned over a dotted line.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 00329622

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A SUPPLEMENTAL MORTGAGE RELATING TO A COMPOSITE GUARANTEE AND DEBENTURE DATED 12TH JULY 2002 AND DATED THE 25th MARCH 2003 AND CREATED BY WARD HOMES LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE OF EACH OBLIGOR TO THE SECURITY TRUSTEE AND TO THE SECURED PARTIES AND TO ANY OF THEM 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 28th MARCH 2003.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 2nd APRIL 2003.

A handwritten signature in black ink, appearing to be 'D. J. Jones'.



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES