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legibly, preferably
in black type, or
bold block lettering

* insert full name
of company

COMPANIES FORM No. 395

Ways/076676/£20.

395

Particulars of a mortgage or charge

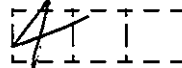
Companies House Approval No: CHA113

Pursuant to section 395 of the Companies Act 1985



For official use

Company number



678567

To the Registrar of Companies
(Address overleaf—Note 5)

Name of company

NEWATER INVESTMENTS LIMITED

Date of creation of the charge

30 June 1999

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

Commercial Mortgage

Amount secured by the charge

All monies, obligations and liabilities present or future due, owing or incurred to Bristol & West when the same become due for payment or discharge whether by acceleration or otherwise. The monies, obligations or liabilities may be:

- express or implied
- present future or contingent
- joint or several
- incurred as principal or under a guarantee or indemnity
- originally owing to Bristol & West or purchased or otherwise acquired by it
- denominated in sterling or in any other currency
- incurred on any banking or other account or in any other name whatsoever

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

Bristol & West plc, PO Box 27, Broad Quay, Bristol ("Bristol & West")

Postcode

BS99 7AX

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

Beachcroft Wansbroughs
10-22 Victoria Street
Bristol BS99 7UD

For Official Use
Mortgage Section

Post Room



Time critical reference

Short particulars of all the property charged

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bold block lettering

1. By way of legal mortgage the property known as Newater House, 11 Newhall Street, Birmingham, West Midlands (title number to be allocated) (the "Property") and all buildings, fixtures and fixed plant and machinery from time to time on such property together with all estates, rights, title, options, and privileges appurtenant to, or benefitting, the same including all beneficial interests of the Company in the Property.
2. By way of fixed charge the benefit of all guarantees, indemnities, rent deposits, agreements, contracts, undertakings and warranties relating to the Charged Property.
3. By way of floating charge the undertaking and all other property, assets and rights of the Company from time to time not otherwise effectively charged by the Commercial Mortgage.
4. By way of an assignment the goodwill of the business carried on by the Company at the Property.
5. By way of an assignment all monies from time to time payable to the Company in relation to contracts or policies of insurance by the Company or to which the Company is entitled (including the refund of any premiums).
- A The above assets (the "Charged Property") are charged or, as appropriate, assigned as continuing security.
- B The Commercial Mortgage secures further advances.
- C The Commercial Mortgage contains restrictions upon dealing in anyway with the Property (including leasing, assigning, disposing, charging or surrendering any interest in the Property).
- D The Commercial Mortgage contains a further assurance clause.

Particulars as to commission allowance or discount (note 3)

Nil

Signed

Beachcroft W
Beachcroft Wansbroughs

Date

1 July 1999

On behalf of [company] [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 The address of the Registrar of Companies is:-
Companies House, Crown Way, Cardiff CF4 3UZ

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 00678567

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A COMMERCIAL MORTGAGE DATED THE 30th JUNE 1999 AND CREATED BY NEWATER INVESTMENTS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO BRISTOL & WEST Plc ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 3rd JULY 1999.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 7th JULY 1999.

*P
GTR*



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



C O M P A N I E S H O U S E