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in black type, or
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* insert full name
of Company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

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

YB 600/107107

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

For official use

Company number

[B]

757130

Name of company

* Adena Investments Limited (the "Company")

Date of creation of the charge

23rd December 1999

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

Assignment and Charge relating to various properties (the "Assignment
and Charge")

Amount secured by the mortgage or charge

All the liabilities or obligations present or future of Halpern
Properties Limited (the "Mortgagor") more particularly described in the
Legal Charge dated 23rd December 1999 between the Mortgagor (1), the
Lender(2) and of all liabilities or obligations of Adina Rita Betty
Halpern, Saul Maxim Halpern, Adam Graham Halpern, David Solomon Halpern,
the Company, Dulacrest Limited, Hilary Anthony Halpern, Marie Ella
Halpern and Dalia Heidi Mia Halpern Matthews (collectively "the
Chargors") however arising on any account.

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

Birmingham Midshires Mortgage Asset (No. 6) Limited whose registered
office is at Trinity Road, Halifax, West Yorkshire, HX1 2RG (the
"Lender")

Postcode

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

Addleshaw Booth & Co
Sovereign House, PO Box 8,
Sovereign Street, Leeds,
LS1 1HQ

RES/RLS/103740-221

For official Use
Mortgage Section

Post room



PMO *PG5PZ00Y* 3006
COMPANIES HOUSE 11/11/00

Short particulars of all the property mortgaged or charged

Please see Annexure A

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

Particulars as to commission allowance or discount (note 3)

NIL

Signed

Addleshaw Booth & Co

Date

10th January 2000

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

**A fee of £10 is
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:

Annexure A

Short particulars of all the property mortgaged or charged.

- 1 The Chargors assigned and charged to the Lender with full title guarantee by way of specific equitable charge each and every one of his or her or its estates rights titles or interests from time to time and howsoever acquired and whether held separately or jointly or in common with any other or others of the Chargors in the property described in the Schedule attached (the "**Property**") and in all rents and profits thereof subject to redemption on discharge of all the said liabilities and obligations of the Mortgagor and Chargors.

- 2 The Chargors postponed to the assignment and charge effected by the Assignment and Charge such of the interests (if any) as are incapable of being charged (including but without prejudice to the generality of the expression any matters in the nature of rights to occupy remain at or otherwise enter the Property or any part thereof) and which are or which may from time to time be subsisting in relation to the Property and in all rents and profits thereof until sale and in the proceeds of sale thereof as the case may be.

NB

- A The Chargors covenanted that in the event of the Lender making demand for payment pursuant to the provisions of the Legal Charge and the same not being complied with then at any time thereafter at the request of the Lender in writing they will vacate and give up possession of the Property.

- B The Chargors declared and warranted to the Lender that save for the Chargors no other person has any estate right title or interest in the Property and further covenanted that so far as lawfully possible they will not acquiesce in the creation of any such rights titles or interests without the consent of the Lender in writing.

- C The Chargors so far as able irrevocably assigned to the Lender (subject to redemption) the benefit of all rents licence or tenancy fees payable by any lessee licensee or tenant of any part of the Property to hold the same unto the Lender absolutely.

Schedule.

The Property	Title Number
13 Military Road, Chatham, Kent	K623073
36 High Street, Chatham, Kent	K753833
137 High Street, Rochester, Kent	K783442
6c High Street, Gillingham, Kent	K783443
126a Maidstone Road, Rochester, Kent	K783444
126b Maidstone Road, Rochester, Kent	K783447
20 High Street, Gillingham, Kent	K783445
88 Duncan Road, Gillingham, Kent	K783446
12 High Street, Gillingham, Kent	K783448
18 High Street, Gillingham, Kent	K783449
5 Railway Street, Chatham, Kent	K531702
Courtney Road, Gillingham, Kent	K316880
146 High Street, Gillingham, Kent	K39158
280 High Street, Chatham, Kent	K26799
47-49 High Street, Rochester, Kent	K50809
Units 18 to 15 Laker Road, Rochester, Airport Industrial Estate	K568270
278 High Street, Chatham, Kent	K700800
Stephenson House, 7/10 The Grove, Gravesend, Kent	K679312

The Property	Title Number
Tudor House, 315-323 High Street, Chatham Kent	K241675
72 and 72a Maidstone Road, Rochester, Kent	K76157
48 Boundary Road, Chatham, Kent	K372457
61 Paget Street, Gillingham, Kent	K58507
200 London Road	K494400
77 High Street and 1a and 1b Northgate, Rochester, Kent	K445520 and K689559
Part of Country Garden Centre, London Road, Norton Ash, as is shown edged red on the plan attached hereto	K238116 (part) (freehold)
Units 1-4 Airfield Road Industrial Estate, Christchurch	DT79044
Units 5-8 Airfield Road Industrial Estate, Christchurch	DT132972
Unit 9 Airfield Road Industrial Estate, Christchurch	DT166479
Unit 10 Airfield Road Industrial Estate, Christchurch	DT79049
Units 11 & 12 Airfield Road Industrial Estate, Christchurch	DT166482
Unit 14 Airfield Road Industrial Estate, Christchurch	DT166481

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 00757130

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT AN ASSIGNMENT AND CHARGE RELATING TO VARIOUS PROPERTIES DATED THE 23rd DECEMBER 1999 AND CREATED BY ADENA INVESTMENTS LIMITED FOR SECURING ALL LIABILITIES OR OBLIGATIONS OF HALPERN PROPERTIES LIMITED TO BIRMINGHAM MIDSHIRES MORTGAGE ASSET (NO.6) LIMITED DESCRIBED IN A LEGAL CHARGE DATED 23RD DECEMBER 1999 AND ALL LIABILITIES OR OBLIGATIONS OF ADINA RITA BETTY HALPERN, SAUL MAXIM HALPERN, ADAM GRAHAM HALPERN, DAVID SOLOMON HALPERN, ADENA INVESTMENTS LIMITED, DULACREST LIMITED, HILARY ANTHONY HALPERN, MARIE ELLA HALPERN AND DALIA HEIDI MIA HALPERN MATTHEWS HOWSOEVER ARISING ON ANY ACCOUNT WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 11th JANUARY 2000.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 13th JANUARY 2000.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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