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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

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

For official use

Company number

911591

Name of company

* GEORGE WIMPEY SOUTH YORKSHIRE LIMITED ("the Mortgagor")

Date of creation of the charge

29 JUNE 2004

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

LEGAL CHARGE ("the Charge")

Amount secured by the mortgage or charge

SEE RIDER A

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

BILBOROUGH COLLEGE OF BILBOROUGH ROAD, BILBOROUGH, NOTTINGHAM, NG8 4DQ
INCLUDING ALL ITS SUCCESSORS ("the Mortgagee")

Postcode NG8 4DQ

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

Martineau Johnson
St Philips House
St Philips Place
Birmingham
B3 2PP

CSR/LJS/BI340002

Time critical reference

For official Use
Mortgage Section

Post room



A07
COMPANIES HOUSE

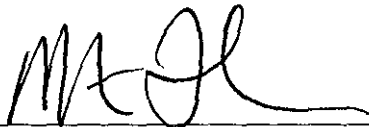
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PLEASE SEE RIDER B

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)

Signed



Date

5/7/2004

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:-

Companies House, Crown Way, Cardiff CF14 3UZ

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GEORGE WIMPEY SOUTH YORKSHIRE LIMITED
(Company Number 911591)

RIDER A - Form 395 - Legal Charge

The Mortgagor with full title guarantee and as a continuing security for the payment and discharge of the Secured Obligations charges in favour of the Charge by way of legal mortgage, all Rights, title and estate of the Mortgagor in the Property.

"Secured Obligations" means all moneys, obligations and liabilities which now are or at any time hereafter may be or become due, owing or incurred by the Mortgagor to the Mortgagee under or in connection with clause 5 of the Agreement for Sale and/or clause 9 of the Transfer dated 29 June 2004 of the Property made between the Mortgagee and the Mortgagor or this Deed (in each case, whether alone or jointly, or jointly and severally, with any other person and whether as principal debtor, guarantor, surety or otherwise).

"Rights" means rights, benefits, authorities, discretions, remedies and powers (in each case, of any nature whatsoever).

GEORGE WIMPEY SOUTH YORKSHIRE LIMITED
(Company Number 911591)

RIDER B - Form 395 - Legal Charge

All that land situate at and known as former playing fields of Bilborough College, Bilborough Road Bilborough Nottingham and being contained with other land in a Conveyance dated the 28 September 1939 and made between Emily Mary Edge (1) James Vernon Edge, Emily Mary Edge and Robert Millington Holden (2) and the Lord Mayor Aldermen and Citizens of the City of Nottingham (3) as more particularly defined in a transfer dated 29 June 2004 and made between the Mortgagee (1) and the Mortgagor (2) ("the Property")

The Charge also contains the following provisions:-

- The Mortgagor hereby covenants with the Mortgagee for the duration of the Liability Period:-
- 1.1 except with the prior written consent of the Mortgagee, not to create or permit to exist any Encumbrance over the whole or any part of the Property;
 - 1.2 not to transfer, sell or otherwise dispose of the Property or cause or permit any right over the Property to be granted to or acquired by any third party
 - 1.3 except with the prior written consent of the Mortgagee:-
 - 1.3.1 not to grant any lease of the Property (whether or not pursuant to statutory powers)
 - 1.3.2 not to share possession or actual occupation of the Property other than by way of granting licence to persons in connection with development of the Property in accordance with the Planning Permission;
 - 1.3.3 not to accept any surrender of any lease of the Property whether pursuant to statutory powers or otherwise;
 - 1.3.4 not to make any structural or other material alterations or additions or to change the use of the Property other than any development or change of use made pursuant to the Planning Permission.

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CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 00911591

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 29th JUNE 2004 AND CREATED BY GEORGE WIMPEY SOUTH YORKSHIRE LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO BILBOROUGH COLLEGE 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 6th JULY 2004.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 9th JULY 2004.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —