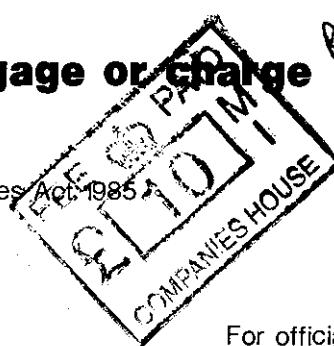


M

COMPANIES FORM No. 395

Particulars of a mortgage or charge



RBS
20x2
30069

395

Please do not
write in
this margin

Pursuant to section 395 of the Companies Act 1985

CHA 116

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

To the Registrar of Companies

For official use

Company number

151

1152419

Name of company

* Alfred McAlpine Homes Holdings Limited

* insert full name
of company

Date of creation of the charge

25th January 2000

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

Legal Charge

Amount secured by the mortgage or charge

All monies now due or hereafter to become due or from time to time accruing due from Loftus Road plc to the Bank upon any account and in any manner whatsoever, the charge being given to secure a proportion of the Deferred Purchase Monies as defined in an Agreement dated 23rd December 1999 between Loftus Road plc (1) and the Company (2) and so that:-

1. the total sum recoverable is limited to the sum of £2,703,200 together with interest costs charges and expenses
2. no interest costs charges or expenses shall accrue or be payable unless and until such time as the Company is in breach of its obligations under the terms of the said Agreement to pay to the said Loftus Road plc the said Deferred Purchase Monies
3. the Legal Charge is to be vacated on payment to the Bank of the said sum of £2,703,200 together with the said interest costs charges and expenses if any whether or not any other sums are then outstanding from the said Loftus Road plc to the Bank

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

Barclays Bank plc whose registered office address is 54 Lombard Street London EC3P 3AH and whose address for correspondence is 90 Tottenham Court Road London W1P 0EP

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

Davenport Lyons
1 Old Burlington Street
London
W1X 2NL

PJM/BAR.2.57-426/726/2585

Time critical reference

For official use
Mortgage Section

Post room



A21
COMPANIES HOUSE

0197
27/01/00

Short particulars of all the property mortgaged or charged

The freehold property known as or being part of the Wasps Football Ground, Sudbury, Wembley, Middlesex being part of the property comprised in Land Registry Title Number MX282452 and 31 Repton Avenue, Wembley, Middlesex as comprised in Land Registry Title Number P11391

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)

None

Signed

Davenport

Date 25.01.00

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.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 01152419

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 25th JANUARY 2000 AND CREATED BY ALFRED MCALPINE HOMES HOLDINGS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM LOFTUS ROAD PLC TO BARCLAYS BANK PLC ON ANY ACCOUNT WHATSOEVER, THE CHARGE BEING GIVEN TO SECURE A PROPORTION OF THE DEFERRED PURCHASE MONIES AS DEFINED IN AN AGREEMENT DATED 23RD DECEMBER 1999, THE TOTAL SUM RECOVERABLE IS £2,703,200 TOGETHER WITH INTEREST COSTS CHARGES AND EXPENSES WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 27th JANUARY 2000.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 31st JANUARY 2000.

A handwritten signature in black ink, consisting of a large loop at the top and several strokes below.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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