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

* insert full name
of Company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

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)

Name of company

* ANTLER HOMES NORTH WEST PLC

Date of creation of the charge

19.11.02

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

LEGAL CHARGE

Amount secured by the mortgage or charge

All monies and liabilities due owing or incurred by the
Mortgagor to the Bank in any manner whatsoever whether
actually or contingently or whether solely or jointly with
any other person and whether as principal or surety
including interest discount commission or other lawful
charges and expenses and the retirement of all bills or
notes which may be for the time being under discount with
the Bank.

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

INVESTEC BANK (UK) LIMITED
2 GRESHAM STREET
LONDON

Postcode

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

Eversheds
1 Callaghan Square
Cardiff
CF10 5BT

5.MB.EP.C11827

Time critical reference

For official Use
Mortgage Section

Post room



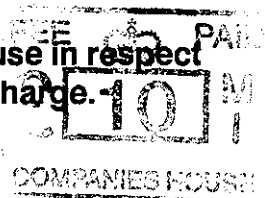
PMO
COMPANIES HOUSE

0246

22/11/02

146527/20

395



For official use

Company number

1557514

146527/20

Clause 2.1.1 of the Legal Charge charges by way of mortgage all that freehold property known as or being West Heath Warren Drive Hale Barns Altrincham WA15 0RP registered at H M Land Registry under title number GM880208.

Clause 2.1.2 charges by way of fixed charge to the goodwill of any business from time to time carried on at or from the mortgaged property.

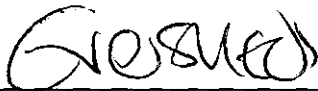
Clause 2.1.3 charges (if the mortgagor is a limited company) by way of floating charge or plant machinery equipment furniture and other chattel assets of any nature from time to time located about or on the mortgaged property.

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 19 November 2002

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

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 01557514

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 19th NOVEMBER 2002 AND CREATED BY ANTLER HOMES NORTH WEST PLC FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO INVESTEC BANK (UK) LIMITED ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 22nd NOVEMBER 2002.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 26th NOVEMBER 2002.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —