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CHFP025

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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 £13 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

7151

01557514

Name of company

* ANTLER HOMES NORTH WEST PLC (the "Company")

Date of creation of the charge

14 FEBRUARY 2005

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 now or at any time in the future due, occurring
or incurred by the Company to Investec Bank (UK) Limited (the "Bank") on
any account, whether actual or contingent and whether as principal or
surety, together with all interest, charges, costs and expenses, (the
"Secured Liabilities").

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

INVESTEC BANK (UK) LIMITED
2 GRESHAM STREET
LONDON

Postcode EC2V 7QP

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

Eversheds LLP
1 Callaghan Square
Cardiff
CF10 5BT

[Ref:5/LAG/EP/C12443]

Time critical reference

For official Use (02/00)
Mortgage Section

Post room



A05
COMPANIES HOUSE

0706
22/02/05

Short particulars of all the property mortgaged or charged

1. The Company charges to the Bank with full title guarantee and as continuing security for the Secured Liabilities:-
 - 1.1 by way of legal mortgage all that freehold land being land at Francis Lane Holt Wrexham being part of the land comprised in two Conveyances dated 21st November 1908 and made between Ellen Bellis (1) Herbert Ellis (2) Ellen Bellis (3) and Bellis Brothers Limited (4) and 4th December 1908 made between Edwin Bellis Charles Bellis and Louisa Ann Bellis Edward Robert Bellis and John Bellis (1) and Bellis Brothers Limited (2). AND all that freehold land being land at Francis Lane Holt Wrexham being part of the land comprised in a Conveyance dated 14 March 1984 made between Olive Mary Penk and John Wittingham (1) and Roderick Simon Sheard and Sarah Sheard (2) (the "Property").

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

Particulars as to commission allowance or discount (note 3)

N/A

Signed

[Signature]

Date 17.02.2005

On behalf of ~~XXXXXX~~ [mortgagee/~~XXXXXX~~†

A fee is payable to Companies House in respect of each register entry for a mortgage or charge. (See Note 5)

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 A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge. Cheques and Postal Orders must be made payable to Companies House.
- 6 The address of the Registrar of Companies is: Companies House, Crown Way, Cardiff CF14 3UZ

† delete as appropriate

**Particulars of a mortgage or charge
(continued)**

CHFP025

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Continuation sheet No _____
to Form No 395 and 410 (Scot)

*Please complete
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Company Number

01557514

Name of Company

ANTLER HOMES NORTH WEST PLC

(the "Company")

Limited*

* delete if
inappropriate

Description of the instrument creating or evidencing the mortgage or charge (continued) (note 2)

Amount due or owing on the mortgage or charge (continued)

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Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)

*Please complete
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bold block lettering*

1.2 by way of fixed charge:-

1.2.1 all plant, machinery, implements, utensils, furniture and equipment
now or from time to time at the Property; and

1.2.2 the goodwill of any business carried on by the Company at the
Property.

NB. The Company shall not without the prior written consent of the Bank
create or permit to subsist or arise any mortgage, charge, debenture
or other encumbrance or any right or option over the Property or any
part thereof.

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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 14th FEBRUARY 2005 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 FEBRUARY 2005.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 28th FEBRUARY 2005.

GRH
P



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES