

# M

CHFP025

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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)

For official use

Company number



01898880

Name of company

\* CLAY PROPERTY LIMITED (the "Borrower")

Date of creation of the charge

5th February 2001

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

Charge of Deposit dated 5th February 2001 between the Borrower and the Lender (the "Charge")

Amount secured by the mortgage or charge

All present and future obligations and liabilities of the Borrower to the Lender whether actual contingent sole joint and/or several (including, without limitation, liabilities in respect of advances interest fees commissions costs and expenses indemnity liabilities and all other sums due or to become due from time to time from the Borrower to the Lender on any account whatsoever) and any liabilities of any Charging Associate to the Lender arising as a result of any breach by such Charging Associate of any Security Document to which it is a party (the "Secured Liabilities").

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

HALIFAX PLC of Trinity Road, Halifax, West Yorkshire (the "Lender").

Postcode HX1 2RG

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

Lawrence Graham  
190 Strand  
London WC2R 1JN

ref:- CRP/H2974/15

Doc:- 3226986

Time critical reference

For official Use  
Mortgage Section

Post room



A36  
COMPANIES HOUSE

0552  
09/02/01

Short particulars of all the property mortgaged or charged

The Borrower with full title guarantee and as a continuing security for payment and discharge of the Secured Liabilities charged to the Lender all of its right title and interest to and in all sums of money which are from time to time held in the account details of which were set out in the Schedule (the "Deposit") to the Charge together with all interest from time to time earned thereon and the debt represented thereby subject nevertheless to redemption upon payment or discharge of all moneys and liabilities covenanted to be paid or discharged by the Borrower.

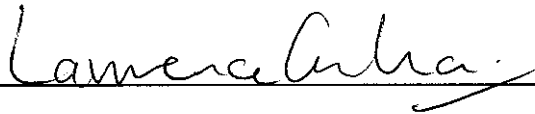
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Particulars as to commission allowance or discount (note 3)

Nil

Signed



Date 7 February 2001

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

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Continuation sheet No 1  
to Form No 395 and 410 (Scot)

Please complete  
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Company Number

01898880

Name of Company

CLAY PROPERTY LIMITED (the "Borrower")

Limited\*

\* delete if  
inappropriate

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

## **Definitions:-**

"Charging Associate" means Lotkeep Limited, Clay Property Limited and Six Acre Investments Limited each being subsidiaries of the Parent and "Charging Associate" means any one of them;

"Deposit" means all sums from time to time deposited with the Lender by the Borrower pursuant to the Facility Letter and held on time deposit reference Mainscene Limited at 33 Old Broad Street, London EC2N 1HZ in the name of the Borrower and any substitute or replacement account at any time together with all interest and other rights and benefits accruing to such account or in connection with such account;

"Facility Letter" means the facility letter between the Lender and Mainscene Limited of 39 Wigmore Street, London W1U 1AE dated 10 December 1998, as amended pursuant to an amendment agreement dated 31 October 2000 and as further amended pursuant to a second amendment agreement dated 5 February 2001;

"Parent" means Dwyer Estates Plc; and

"Security Document" has the meaning given to it in the Facility Letter and means the Facility Letter, the Charge, the Mortgage Debenture, the Third Party Mortgage Debentures, the Deeds of Priority, the Subordination Letter, the Subrogation Postponement Deed and every fixed charge, floating charge, guarantee or other document creating, evidencing or granting security for the Borrower's obligations and any other document designated as such by it and the Lender.



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

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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. 01898880

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A CHARGE OF DEPOSIT DATED THE 5th FEBRUARY 2001 AND CREATED BY CLAY PROPERTY LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO HALIFAX PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 9th FEBRUARY 2001.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 13th FEBRUARY 2001.

P.  
J.D.



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*

— for the record —