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COMPANIES FORM No. 395

395

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

X

MS/8 DEC LN

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

*Insert full name
of company

To the Registrar of Companies

For official use Company number

REGISTERED

1986430

Name of company

*

CLEVERAIM LIMITED

Date of creation of the charge

3rd December 1986

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

Fixed and Floating Charge

Amount secured by the mortgage or charge

All monies and liabilities now or at any time hereafter due owing or incurred to the Bank
by the Company in any way whatsoever.

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

Clydesdale Bank Public Limited Company, incorporated under the Companies Acts and having
their Registered Office at Number Thirty Saint Vincent Place, Glasgow, Strathclyde

Postcode

G1 2HL

Presenter's name, address and
reference (if any):

Clydesdale Bank Public Limited
Company
Lombard Street
LONDON

For official use
Mortgage section

REGISTERED
-5 DEC 1986

Post room



Time critical reference

Short particulars of all the property mortgaged or charged

Please do not
write in
this margin

First Fixed Charge on all Book Debts and other debts now and from time to time hereafter due owing or incurred to the Company other than such of the said debts as the Bank may have specifically agreed in writing to exclude from such first fixed charge; and Floating Charge on all other the Undertaking of the Company and all its property whatsoever and wheresoever both present and future including its uncalled capital for the time being and such of the book debts and other debts referred to above which are not charged under the said first fixed charge (collectively called 'the assets') but so that the Company shall not except with the prior written consent of the Bank:

(a) create or permit to subsist over all or any of the assets any mortgage charge lien pledge or other security ranking in priority to or pari passu with the said floating charge; or

(b) part with sell or dispose of all or except in the ordinary course of the Company's business and for the purpose of carrying on the same any of the assets; or


(c) deal with its book or other debts or securities for money forming part of the assets otherwise than in the ordinary course of getting in and realising the same which course shall not include or extend to the selling or assigning or in any other way factoring or discounting of any of the said debts or securities.

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

Particulars as to commission allowance or discount (note 3)

Nil

Signed



Date 3rd December 1986

*Delete as
appropriate

On behalf of [company] [mortgagee/chargee]*

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.

Page 2



The Solicitors' Law Stationery Society plc, Oyez House, 27 Crimscoth Street, London SE1 5TS

1985 Edition
11.85 F5628
5010503

Companies M395



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

I hereby certify that a mortgage or charge dated the 3rd December 1986
and created by CLEVERAIM LIMITED

for securing all moneys now due, or hereafter to become due, or from time
to time accruing due from the company to Clydesdale Bank Public Limited
Company

on any account whatsoever

was registered pursuant to Chapter I Part XII of the Companies Act
1985, on the 5th December 1986

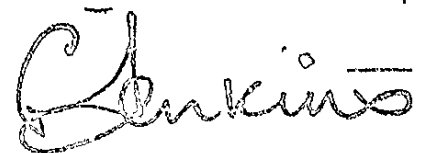
Given under my hand at the Companies Registration Office,
Cardiff the 12 DEC 1986

No. 1986430

Certificate and instrument received by

..... Post

Date 12/12/86


G. JENKINS
an authorised officer

M

COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

Please do not
write in
this margin

Pursuant to section 395 of the Companies Act 1985

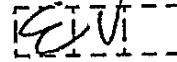
M 341/18 DEC 1986

Please complete
legibly, preferably
in black type, or
bold block lettering* Insert full name
of company

To the Registrar of Companies

For official use

Company number



1986430

Name of company

* CLEVERAIM LIMITED

Date of creation of the charge

3rd December 1986

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

Legal Charge

Amount secured by the mortgage or charge

All moneys and liabilities due from the company
to the chargee in any way whatsoever

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

CLYDESDALE BANK PUBLIC LIMITED COMPANY

Victoria Branch 52 Buckingham Palace Road

London

Postcode

SW1W ORW

Presentor's name address and
reference (if any):Wilkinson Kimbers
Hale Court
Lincoln's Inn
London WC2A 3UW

ATL

Time critical reference

For official Use
Mortgage Section

REGISTERED

17 DEC 1986

Post room

Received 17 December 1986

Short particulars of all the property mortgaged or charged

Please do not
write in
this margin

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

Land and buildings on the north west side of
Plas Newton Lane Hoole Chester Cheshire

Particulars as to commission allowance or discount (note 3)

Signed

Williamson Kuntz

Date

16th September 1986

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.



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

I hereby certify that a mortgage or charge dated the 3rd December 1986
and created by CLEVERAIM LIMITED

for securing all moneys now due, or hereafter to become due, or from time
to time accruing due from the company to Clydesdale Bank Public Limited
Company

on any account whatsoever

was registered pursuant to Chapter I Part XII of the Companies Act
1985, on the 17th December 1986

Given under my hand at the Companies Registration Office,
Cardiff the 30 DEC 1986

No. 1986430

Certificate and instrument received by

..... Post

Date 31/12

P. Jones
an authorised officer

M

COMPANIES FORM No. 403a

Declaration of satisfaction
in full or in part
of mortgage or charge

403a

MS 340 / Oct 27 / 9.

Please do not
write in
this margin

Pursuant to section 403(1) of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

C/N April / 87

Name of company **WHELMAR GROUP**

[]

1986430

* insert full name
of company

* **CLEVERAIM LIMITED** of Whelmar House, The Beeches,
Plas Newton Lane, Chester, Cheshire.
I, **DAVID NORMAN INCE** of Cleveraim Limited
of Whelmar House, The Beeches, Plas Newton Lane, Chester.

† delete as
appropriate

~~the secretary~~ ~~the administrator~~ ~~the administrative receiver~~ of the above company, do
solemnly and sincerely declare that the debt for which the charge described below was given has been
paid or satisfied in ~~[full]~~ **[part]**

‡ insert a description
of the instrument(s)
creating or
evidencing the
charge, eg
'Mortgage',
'Charge',
'Debenture' etc.

Date and Description of charge: **Fixed and floating Charge dated 3rd December, 1986**
Date of Registration: **5th December, 1986**

§ the date of
registration may be
confirmed from the
certificate

Name and address of [chargee] ~~[name of the debenture holder]~~ **Clydesdale Bank PLC.,**
52, Buckingham Palace Road, London.

Short particulars of property charged: **All assets within the terms of the Charge.**

§ insert brief
details of
property

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the
provisions of the Statutory Declarations Act 1835.

Declared at **Steggles & Mather,**

Declarant to sign below

Solicitors - Chester.

the **21st** day of **October**
one thousand nine hundred and **eighty seven**
before me **Alan Carter**

David Norman Ince

A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths

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

Steggles & Mather
Victoria House
10/12 St Werburgh St.
Chester CH1 2JY

For official Use

REGISTERED

23 OCT 1987

Post room

3009
29/10

M

Please do not
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COMPANIES FORM No. 395

395

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

M1311 Oct 27/87

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

*Insert full name
of company

To the Registrar of Companies

For official use Company number

Name of company

[E1011]

1986430

*
WHELMAR GROUP LIMITED of Whelmar House, The Beeches,
Plas Newton Lane, Chester, Cheshire.

Date of creation of the charge

19th October, 1987

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 in relation to the
property.

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

Governor and Company of the Bank of Scotland,
The Mound, Edinburgh,

Postcode

EH1 1YZ.

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

STEGGLES & MATHER
SOLICITORS
VICTORIA HOUSE
10/12 ST. WERBURGH STREET
CHESTER CH1 2JY

For official use
Mortgage section

Post room

REGISTERED

21 OCT 1987

Time critical reference

Short particulars of all the property mortgaged or charged

Whelmar House, The Beeches, Plas Newton Lane, Chester,
Cheshire

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 Stogdes & Mather

Date 19th October, 1987

On behalf of [company] [~~mortgaged/charged~~]*x

*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.

Page 2



The Solicitors' Law Stationery Society plc, Oyez House, 27 Crimscoth Street, London SE1 5TS

1985 Edition
11.85 F5626
5010503

Companies M395



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

I hereby certify that a mortgage or charge dated the 19th October 1987
and created by WHELMAR GROUP LIMITED

for securing all moneys now due, or hereafter to become due, or from time
to time accruing due from the company to Governor and Company of the Bank
of Scotland

on any account whatsoever

was registered pursuant to Chapter I Part XII of the Companies Act
1985, on the 21st October 1987

Given under my hand at the Companies Registration Office,
Cardiff the - 3 NOV 1987

No. 1986430

E Church.
E. CHURCH

an authorised officer

Certificate and instrument received by
..... *Post*

Date *4/11/87*

C.69a

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COMPANIES FORM No. 395

Particulars of a mortgage or charge

M 245 / Jan 6 / Cf.

395

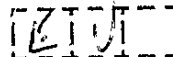
Pursuant to section 395 of the Companies Act 1985

1986430

To the Registrar of Companies

For official use

Company number



1986430

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

Name of company

* WHELMAR GROUP LIMITED

WHELMAR HOUSE, PLAS NEWTON LANE, CHESTER.

* Insert full name
of company

Date of creation of the charge

11th December, 1987

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

Debenture containing fixed and floating charges.

Amount secured by the mortgage or charge

All moneys and liabilities (actual or contingent) for
the time being due owing or incurred by the Company
to the Bank on any account and in any manner whatsoever.

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

The Governor and Company of the Bank of Scotland, incorporated by

Act of Parliament and having their Head Office at the Mound, Edinburgh

Postcode

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

The Government & Company of
The Bank of Scotland, Law
Dept., Uberior House, 61
Grassmarket, Edinburgh EH1
2JF Tel: 031.243 Our ref:
1 AW/

Form F135 (No. 395)
© Fourmat Publishing
27 & 28 St Albans Place
London N1 0NX
July 1985

For official Use
Mortgage Section

REGISTERED

19 DEC 1987

Post room

3360
6/1
1987
22

Time critical reference

Short particulars of all the property mortgaged or charged

All the undertaking, property and assets of the Company whatsoever and wheresoever, present and future, as specified in the attached Schedule, which also contains covenants by and restrictions on the Company which protect and further define the charges and must be read as one with the charges.

Please do not write in this margin

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

Particulars as to commission allowance or discount (note 3)

n/a

Signed Steeles & Mather Date 16th December, 1987

MANAGER, LAW DEPARTMENT.

~~On behalf of company (to mortgage charges)~~

† 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.

Particulars of a mortgage or charge

Name of Company **WHELMAR GROUP LIMITED**

Number of Company **1986430**

SCHEDULE OF CHARGES, COVENANTS AND RESTRICTIONS

contained in a Debenture in favour of Bank of Scotland dated 11th December, 1987.

Charges

- 1 by way of legal mortgage all the freehold and leasehold property of the Company now vested in it whether or not the title thereto is registered at H.M. Land Registry together with all buildings and fixtures (including trade and tenant's fixtures) now and hereafter thereon and all plant and machinery now and hereafter annexed thereto for whatever purpose;
- 2 by way of fixed charge all freehold and leasehold property hereafter belonging to the Company together with all buildings and fixtures (including trade and tenant's fixtures) thereon and all plant and machinery annexed thereto for whatever purpose;
- 3 by way of fixed charge all interests not thereinbefore effectively charged now or hereafter belonging to the Company in or over land or the proceeds of sale of land all licences now or hereafter held by the Company to enter upon or use land and the benefit of all other agreements relating to land to which the Company is or may become party or otherwise entitled and all trade and tenant's fixtures plant and machinery now and hereafter annexed for whatever purpose to all freehold and leasehold property an interest in which stands charged thereunder;
- 4 by way of fixed charge all the goodwill and uncalled capital for the time being of the Company;
- 5 by way of fixed charge all stocks shares and other securities now or hereafter owned (whether at law or in equity) by the Company and all rights and interests of the Company in and claims under all policies of insurance and assurance now or hereafter held by or insuring to the benefit of the Company;
- 6 by way of fixed charge all patents, trade marks, patent applications, brand names, copyrights, rights in the nature of copyright, registered designs and other intellectual property rights and agreements relating to the use by the Company of patents and trade marks to which the Company is now or may hereafter become entitled and all agreements under which the Company is now or may become entitled to the payment of any royalty fee or similar income;
- 7 by way of fixed charge all book and other debts of the Company whether now or hereafter existing and whether presently payable or hereafter falling due for payment and all rights and claims of the Company against third parties now or hereafter existing and capable of being satisfied by the payment of money (save as described in 5 above);

- 8 by way of floating charge all the undertaking, property and assets of the Company whatsoever and wheresoever present and future of the Company not thereinbefore effectively charged by way of fixed charge including (without limitation) any immovable property of the Company situate in Scotland and any assets falling within any of the types mentioned in 3 to 7 above inclusive situate in Scotland but so that the Company is not to be at liberty to create otherwise than in favour of the Bank any mortgage or fixed or floating charge or other security upon and so that no lien (other than a lien arising through operation of law in the ordinary course of business) shall in any case or in any manner arise on or affect any part of such assets either in priority to or pari passu with the floating charge thereby created and further that the Company shall have no power without the consent of the Bank to part with or dispose of any part of such assets except by way of sale in the ordinary course of its business.

Conversion into fixed charge

The Bank may from time to time by notice in writing to the Company convert the floating charge into a fixed charge as regards any assets thereby charged as specified in any such notice and such floating charge shall automatically be converted into a fixed charge:—

- 1 in respect of any assets which shall become subject to a fixed charge in favour of any other person or to a disposition otherwise than by way of sale in the ordinary course of the Company's business immediately upon such charge or disposition; and
- 2 in respect of all the assets thereby charged if and when the Company shall cease to carry on business or to be a going concern;

but so that this provision shall not apply to any assets situate in Scotland.

Restriction on charges and disposals

The Company may not without the previous written consent of the Bank create or purport or attempt to create any mortgage charge or encumbrance on any freehold or leasehold property of the Company or any other asset subject to a fixed charge under the Debenture nor in any way dispose of the equity of redemption thereof or any interest therein.

Control of moneys received

The Company must pay into the Company's account with the Bank or as the Bank may direct all moneys which it may receive in respect of any policies of insurance or assurance royalties or book or other debts or any other of the rights and claims charged to the Bank under 5, 6 and 7 above and until such payment hold all moneys so received upon trust for the Bank and may not without the prior written consent of the Bank charge factor discount or assign any of the said policies royalties debts rights or claims in favour of any other person or purport so to do.

Redemption or purchase of own shares

The Company may not without the previous written consent of the Bank redeem or purchase any of its own shares or issue any redeemable shares.



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

I hereby certify that a mortgage or charge dated the 11th December 1987
and created by WHELMAR GROUP LIMITED

for securing all moneys now due, or hereafter to become due, or from time
to time accruing due from the company to The Governor and Company of the
Bank of Scotland

on any account whatsoever

was registered pursuant to Chapter J Part XII of the Companies Act
1985, on the 19th December 1987

Given under my hand at the Companies Registration Office,
Cardiff the 21 FEB 1988

No. 1986430


E. CHURCH

Certificate and instrument received by

..... RST

.....
Date 4/2/88

an authorised officer

C.69a

M

COMPANIES FORM No. 395

Particulars of a charge

395

Please do not
write in
this margin

Pursuant to section 395 of the Companies Act 1935

M 239 c

Please complete
legibly, preferably
in black type, or
bold black letteringInsert full name
of company

To the Registrar of Companies

For official use

Company number

1	1	1
---	---	---

1986430

Name of company

* WHELMAR GROUP LIMITED

Date of creation of the charge

18 October 1988

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

Letter of Offset

Amount secured by the charge

All sums due or to become due WHELMAR DEVELOPMENTS LIMITED and/or
WHELMAR (NORTH WALES) LIMITED and/or CLEVERAIM LIMITED and/or WHELMAR
(CHESTER) LIMITED

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

The Governor and Company of the Bank of Scotland incorporated by Act
of Parliament and having their Head Office at The Mound, Edinburgh

Postcode EHL 1YZ

34/10
Presenter's name address and
reference (if any):
The Governor and Company of
The Bank of Scotland, Law
Department, Uberior House,
61 Grassmarket, Edinburgh
EH1 2JF Tel. 031.243. 5407
Our Ref: AS.CB.7

For official Use
Mortgage Section

REGISTERED

24 OCT 1988

Post room



Time critical reference

Short particulars of all the property charged

The balances at credit of any accounts held by The Governor and Company
of the Bank of Scotland in name of **WHELMAR GROUP LIMITED**

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

Jennifer A. Alexander

Date

20-10-88

On behalf of ~~company~~ [chargee]†

Bank of Scotland

† 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.



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

I hereby certify that a Letter of Offset dated 18th October 1988 and created by WHELMAR GROUP LIMITED for securing all moneys due or to become due from the whelmar Developments Limited and/or Whelmar (North Wales) Limited and/or Cleveraim Limited and/or Whelmar (Chester) Limited to The Governor and Company of the Bank of Scotland was registered pursuant to Chapter I Part XII of the Companies Act 1985, on the 24th October 1988

Given under my hand at Companies Registration Office,
Cardiff the -7 NOV 1988

No. 1986430

M. A. SMITH

Certificate and instrument received by

.....P.O.T....

.....No

Date27.11.88...

an authorised officer



Please do not
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FORM NO. 395

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

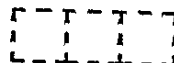
395

MACC

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

To the Registrar of Companies

For official use Company number



10986430

Name of company

* Whelmar Group plc

*Insert full name
of company

Date of creation of the charge

6th June 1989

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

Letter of Offset

Amount secured by the mortgage or charge

All sums of principal and interest due or to become due from
the Companies referred to in the Schedule of the Deed.

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

The Governor and Company of the Bank of Scotland, P.O. Box 12,
Superior House, 61 Grassmarket, Edinburgh.

Postcode

EH1 2JF

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

J/W131

STEEGERS & MATHER

12 JUN 1989
CHARGE ON JPY

Time critical reference

For official use
Mortgage section

REGISTERED

12 JUN 1989

Post room



Short particulars of all the property mortgaged or charged

Please do not
write in
this margin

All sums now or hereafter at the credit of Whelmar Group plc's account or accounts with the Governor and Company of the Bank of Scotland.

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

Particulars as to commission allowance or discount (note 3)

Signed

Steggles and Mather

Date

9th June 1989

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.

Page 2



The Solicitors' Law Stationery Society plc, Oyez House, 27 Crimscoth Street, London SE1 5TS

1985 Edition

11.85 F5626

5010503

**



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

I hereby certify that a Letter of Offset dated 6th JUNE 1989 and created by WHELMAR GROUP plc for securing all moneys due or to become due from WAINHOMES LIMITED and/or WAINHOMES (LANCASHIRE) LIMITED to THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND under the terms of the Charge was registered pursuant to Chapter I Part XII of the Companies Act 1985, on the 12th JUNE 1989

Given under my hand at the Companies Registration Office,

Cardiff the 20th JUNE 1989

No. 1986430

M. A. SMITH

an authorised officer

Certificate and instrument received by

.....

.....

Date



Please do not
write in
this margin

COMPANIES FORM No. 395

395

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

11400

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

*Insert full name
of company

To the Registrar of Companies

For official use Company number

--	--	--	--	--	--

10986430

Name of company

* Whelmar Group plc

Date of creation of the charge

6th June 1989

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

Letter of Offset

Amount secured by the mortgage or charge

All sums of principal and interest due or to become due from
the Companies referred to in the Schedule of the Deed.

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

The Governor and Company of the Bank of Scotland, P.O. Box 12,
Superior House, 61 Grassmarket, Edinburgh.

Postcode

EH1 2JR

Presenter's name, address and
reference (if any):

J/W131

STEGGLES & MATHER

SOLICITORS

VICTORIA HOUSE

10/12 ST VINCENT STREET

CHESTER CH1 2JY

Time critical reference

For official use
Mortgage section

Post room

REGISTERED

12 JUN 1989



Short particulars of all the property mortgaged or charged

All sums now or hereafter at the credit of Whelmar Group plc's account or accounts with the Governor and Company of the Bank of Scotland.

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

Sleggles and Mather

Date

9th June 1989

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.
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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.

Page 2



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1985 Edition
11.85 F6626
5010503

★ ★

Companies M395



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

I hereby certify that a Letter of Offset dated 6th JUNE 1989 and created by WHELMAR GROUP plc for securing all moneys due or to become due from WAINHOMES LIMITED and/or WAINHOMES (LANCASHIRE) LIMITED to THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND under the terms of the Charge was registered pursuant to Chapter I Part XII of the Companies Act 1985, on the 12th JUNE 1989

Given under my hand at the Companies Registration Office,
Cardiff the 20th JUNE 1989

No. 1986430

M. A. SMITH

an authorised officer

Certificate and instrument received by

.....

.....

Date

M

COMPANIES FORM No. 395
Particulars of a charge

395

Please do not
write in
this margin

Pursuant to section 395 of the Companies Act 1985

M399C.

To the Registrar of Companies

For official use

Company number

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

[] [] []

1986430

Name of company

* WHELMAR GROUP PLC

* Insert full name
of company

Date of creation of the charge

26 October 1990

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

Letter of Offset

Amount secured by the charge

All sums due or to become due by
Wainhomes (Lancashire) Limited and/or Wainhomes Limited

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

The Governor and Company of the Bank of Scotland incorporated by Act
of Parliament and having their Head Office at The Mound, Edinburgh

Postcode EH1 1YZ

Presentor's name address and
reference (if any):
The Governor and Company of
The Bank of Scotland, Law
Department, Uberior House,
61 Grassmarket, Edinburgh
EH1 2JF Tel. 031.243. 5455
Our Ref: RPD CRB

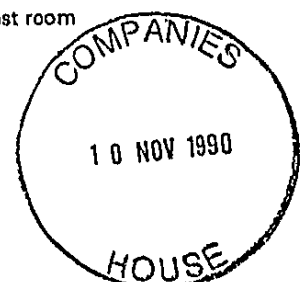
Time critical reference

For official Use
Mortgage Section

REGISTERED

10 NOV 1990

Post room



Short particulars of all the property charged

The balances at credit of any accounts held by The Governor and Company of the Bank of Scotland in name of Whelmar Group Plc

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

7/11/90

On behalf of [company] [chargee]†

Bank of Scotland

† 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

I hereby certify that a mortgage or charge dated the 26th OCTOBER 1990
and created by WHELMAR GROUP PLC

for securing all moneys now due, or hereafter to become due, or from time
to time accruing due from WAINHOMES (LANCASHIRE LIMITED) AND/OR WAINHOMES
LIMITED to THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND

on any account whatsoever

was registered pursuant to Chapter I Part XII of the Companies Act
1985, on the 10th NOVEMBER 1990

Given under my hand at the Companies Registration Office,
Cardiff the 15th NOVEMBER 1990

No. 1986430

P.O.S.T

15/11

D.P.W

A handwritten signature in black ink, appearing to read 'M.A. Smith'.

M.A. SMITH
an authorised officer

C.69a(Y4)

M

COMPANIES FORM No. 395
Particulars of a charge

395

Please do not
write in
this margin

Pursuant to section 395 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

12/11/92
M434C
[] [] [] []

1986430

Name of company

* WAIN GROUP PLC

Insert full name
of company

Date of creation of the charge

21st February 1992

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

Letter of Offset

Amount secured by the charge

All sums due or to become due by Wainhomes (Chester) Limited and/or
Whelmar Developments Limited and/or Whelmar (North Wales) Limited
and/or Whelmar (Lancashire) Limited and/or Wainhomes (Lancashire)
Limited and/or Wainhomes Limited and/or Wainhomes (Southern)
Limited and/or Wainhomes (Yorkshire) Limited

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

The Governor and Company of the Bank of Scotland incorporated by Act
of Parliament and having their Head Office at The Mound, Edinburgh

Postcode EH1 1YZ

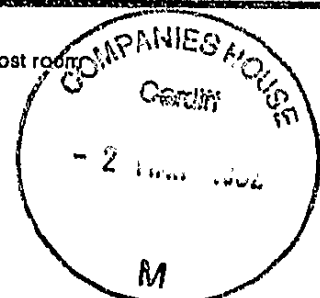
2/3
Presentor's name address and
reference (if any):
The Governor and Company of
The Bank of Scotland, Law
Department, Uberior House,
61 Grassmarket, Edinburgh
EH1 2JF Tel. 031.243.
Our Ref: C1/RKP/AMT

For official Use
Mortgage Section

REGISTERED

02 MAR 1992

Post room



Time critical reference

Short particulars of all the property charged

The balances at credit of any accounts held by The Governor and Company of the Bank of Scotland in name of Wain Group Plc

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

27/2/92

On behalf of ~~[company]~~ [chargee]† Bank of Scotland

† 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

I hereby certify that a mortgage or charge dated the 21st FEBRUARY 1992
and created by WAIN GROUP PLC

for securing all moneys now due, or hereafter to become due, or from time
to time accruing due from the company and/or all or any of the other
companies named therein to THE GOVERNOR AND COMPANY OF THE BANK OF
SCOTLAND

on any account whatsoever

was registered pursuant to Chapter I Part XII of the Companies Act
1985, on the 2nd MARCH 1992

Given under my hand at the Companies Registration Office,
Cardiff the 5th MARCH 1992

No. 1986430

A handwritten signature in dark ink, appearing to read 'M.G. Wilson'.

M.G. WILSON

an authorised officer

C.69a(Y3)

*Post
53-52
KMR*