



CHFP041

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legibly, preferably
in black type or
bold block
lettering

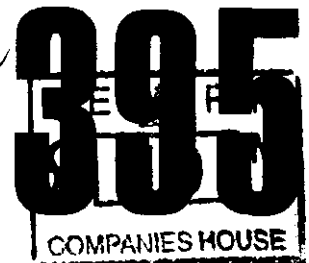
* Insert full name
of company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

A fee of £10 is payable to Companies House in respect of
each register entry for a mortgage or charge.

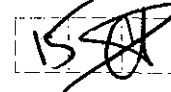


To the Registrar of Companies
(Address overleaf - Note 6)

For official use Company number

Name of company

* Wainhomes Limited



1056793 1986430

Date of creation of the charge

16th June 2000

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

CHARGE BY WAY OF LEGAL MORTGAGE

Amount secured by the mortgage or charge

(a) Such sum as may become due pursuant to clause 7 of an Agreement dated
19th May 2000 between the Mortgagee (1) and the Company (2)

(b) any proper and reasonable expenses incurred by the Mortgagee in
relation to the enforcement or preservation of the security constituted
by the Charge

(c) interest at the rate of 4% above base rate from time to time of
Lloyds TSB Bank Plc on any part of the amounts referred to above which
are overdue

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

Rover Investments Limited of International Headquarters Warwick
Technology Park, Warwick

Postcode CV34 6RG

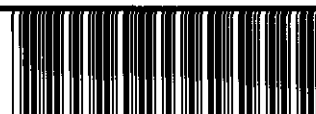
Presentor's name, address and
reference (if any):

Wragge & Co
55 Colmore Row
Birmingham
B3 2AS

(ref: 1758488)

Time critical reference

For official
Mortgage se



PMO *P1HP100X* 1170
COMPANIES HOUSE 23/16/00
COMPANIES HOUSE 05/07/00
ARHQRRLA 0243
A29 COMPANIES HOUSE 23/06/00

NPR

Short particulars of all the property mortgaged or charged

Land at Croston Road Leyland Lancashire shown edged red on the plan annexed to the Charge

Please do not write in this margin

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

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge. (See Note 5)

Particulars as to commission allowance or discount (note 3)

Signed

Date

16. 6.

2000

On behalf of [company] [mortgage/charge]*

*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 CF4 3UZ.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 01986430

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL MORTGAGE DATED THE 16th JUNE 2000 AND CREATED BY WAINHOMES LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO ROVER INVESTMENTS LIMITED UNDER THE TERMS OF THE AGREEMENT DATED 19TH MAY 2000 WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 23rd JUNE 2000.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 7th JULY 2000.

R. G.R.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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