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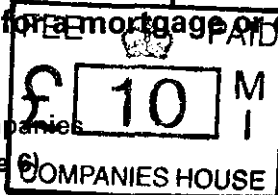
COMPANIES FORM No. 395

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

395

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



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write in
this margin

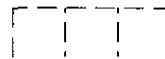
Please complete
legibly, preferably
in black type or
bold block
lettering

To the Registrar of Companies

(Address overleaf - Note 6)

For official use Company number

Name of company



2068919

* Insert full name
of company

* CHASE MONTAGU LIMITED

Date of creation of the charge

14 JUNE 2000

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

DEBENTURE

Amount secured by the mortgage or charge

All the Company's liabilities to T.W.H (Developments) Limited of any kind whether present or future, actual or contingent and whether incurred wholly or jointly with another.

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

T.W.H (Developments) Limited (CRN: 1560203), Parkhead Hall, Ecclesall Road, Sheffield.

Postcode

S11 9PX

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

Hartley Linfoot &
Whitlam
Princess House, 122
Queen Street
Sheffield S1 2DW
DX 10643 Sheffield 1

For official use

Mortgage section

Post room



AS6
COMPANIES HOUSE

0851
20/06/00

Time critical reference

Short particulars of all the property mortgaged or charged

1. Fixed charge over all estates or interest in any freehold and leasehold property now and in future vested in or charged to the Company;
2. Fixed charge over all the plant machinery and fixtures and fittings furniture equipment implements and utensils now and in the future belonging to the Company;
3. Fixed charge over all the goodwill and uncalled capital of the Company present and future;
4. Fixed charge over all stocks shares and other securities now and in the future belonging to the Company;
5. Fixed charge over all intellectual property rights choses in action and claims now and in the future belonging to the Company;
6. Fixed charge over all books debts and other debts (including any funds standing to the credit of the Company in its bank accounts or with any other financial institutions or organisations) now and in the future owing to the Company; and
7. Floating charge over all the undertaking and all property assets and rights of the Company present and future not subject to a fixed charge under the Debenture.

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 Harley Linke & children.

Date 19 June 2000

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.
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.

Page 2

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02068919

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 14th JUNE 2000 AND CREATED BY CHASE MONTAGU LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO T.W.H. (DEVELOPMENTS) LIMITED ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 20th JUNE 2000.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 22nd JUNE 2000.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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