



Particulars of a mortgage or charge

Please do not
write in
this margin

Pursuant to section 395 of the Companies Act 1985

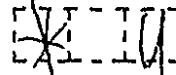
10
N
W707C
395

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

To the Registrar of Companies

For official use Company number

Name of company



2306045

*Insert full name
of company

* NORTHERN ROCK HOMES LIMITED

Date of creation of the charge

22ND OCTOBER 1993

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

MORTGAGE

Amount secured by the mortgage or charge

ALL SUMS DUE TO THE MORTGAGEE PURSUANT TO CLAUSES
8 AND 9 AND THE TENTH SCHEDULE OF A PROJECT FINANCE
AGREEMENT DATED THE 22ND OF MAY 1991

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

TYNE AND WEAR DEVELOPMENT CORPORATION, SCOTSWOOD HOUSE,
NEWCASTLE BUSINESS PARK, NEWCASTLE UPON TYNE, TYNE & WEAR

Postcode

NE4 7YL

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

Eversheds Ingledew Wright
Milburn House
Dean Street
Newcastle upon Tyne
NE1 1NP
Ref: RMVJ/AHR

Time critical reference

For official use
Mortgage section

REGISTERED

9 NOV 1993

Post room

COMPANIES
PR11

9 NOV 1993

HOUSE

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 PREMISES SITUATE AT LITTLEHAVEN, SOUTH SHIELDS,
AND REGISTERED UNDER THE TITLE NUMBERS TY 252021 AND
TY 252796 AND WHICH IS SUBJECT TO A TRANSFER DATED
THE 22ND OCTOBER 1993 MADE BETWEEN TYNE AND WEAR DEVELOPMENT
CORPORATION AND LITTLEHAVEN DEVELOPMENTS (SOUTH SHIELDS)
LIMITED AND NORTHERN ROCK HOMES LIMITED.

Particulars as to commission allowance or discount (note 3)

Signed

Law H. Behn

Date

8. 11. 93

On behalf of ~~XXXXXX~~ [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



**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 22nd OCTOBER 1993
and created by NORTHERN ROCK HOMES LIMITED

for securing all moneys due or to become due from the Company to TYNE AND
WEAR DEVELOPMENT CORPORATION PURSUANT TO CLAUSES 8 AND 9 AND THE TENTH
SCHEDULE OF A PROJECT FINANCE AGREEMENT DATED 22nd MAY 1991

was registered pursuant to Chapter I Part XII of the Companies Act
1985, on the 9th NOVEMBER 1993

Given under my hand at the Companies Registration Office,
Cardiff the 17th NOVEMBER 1993

No. 2306045

M. Ibrahim Dar
M. IKRAM DAR.

an authorised officer

C.69