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* insert full name
of company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

11

395

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

1111

2461648

Name of company

* WAINHOMES (YORKSHIRE) LIMITED

Date of creation of the charge

6 OCTOBER 1995

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

FIRST LEGAL CHARGE

Amount secured by the mortgage or charge

'Secured Liabilities' defined in the Charge as the Advance and the Expenses and all interest which the Mortgagee may charge or incur in accordance with the provisions of the Charge in relation to the Company or the Charge or the enforcement of the Charge or the Property on a full indemnity basis and so that interest shall be computed and compounded on a day to day basis with quarterly rests as well after as before any demand or judgment.

In the Charge :-

'Advance' means the sum of ONE MILLION FOUR AND THIRTY THOUSAND POUNDS (£1,430,000.00) advanced by way of deferred consideration by the Mortgagee to the Company (the receipt of which sum the Company thereby acknowledged).

'Charge' means the First Legal Charge and includes any instrument...
/see continuation sheet

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

SUNGUARD HOMES LIMITED whose registered office is at The Old Vicarage,
Number One Main Road, Duston, Northampton

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

Jeffrey Green Russell
Apollo House
56 New Bond Street
London
W1Y 0SX

GWB/KGW/8453.045

Time critical reference

For official use
Mortgage Section

Post room



KLO *KNHPIFOY* 886
COMPANIES HOUSE 16/10/95

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All that freehold property known as land at Southcoates Avenue Kingston upon Hull Humberside as is shown edged red on the plan annexed to the Charge and comprising part of the premises transferred to the Company by the Mortgagee by an Assurance of even date with the Charge

In the Charge:-

'Property' means the freehold property referred to in the Charge (and described as above) charged to the Mortgagee by the Charge and any part or parts of it and including all rights attached or appurtenant to it and all buildings fixtures fittings plant and machinery from to time situate on it and belonging to the Company.

The Charge contains the following provision:-

RESTRICTIONS

The Company shall not without the prior written consent of the Mortgagee:-
(a) create or permit to subsist or arise any Encumbrance or any right or...

/see continuation sheet

Particulars as to commission allowance or discount (note 3)

NIL

Signed



Date 12 October 1995

On behalf of ~~[company]~~ [mortgagee/chargee]†

Jeffrey Green Russell

† delete as
appropriate

- 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.

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

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

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Company Number

2461648

Name of Company

WAINHOMES (YORKSHIRE) LIMITED

Limited*

* delete if
inappropriate

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

supplemental to or which is expressed to be collateral or entered into pursuant to or in accordance with the terms of the First Legal Charge.

'Expenses' means all interest commission fees and legal and other costs charges and expenses which the Mortgagee may charge or incur in accordance with the provisions of the Charge in relation to the Company or the Charge and/or in relation to the Property and/or breach of any provision of, and the protection realisation or enforcement of, the Charge in each case on a full indemnity basis.

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

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option on the Property or any part thereof. Subject as aforesaid, any mortgage of or charge on the Property created by the Company (otherwise than in favour of the Mortgagee) shall be expressed to be subject to the Charge;

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(b) sell, convey, assign or transfer the Property or any interest therein or otherwise part with or dispose of the Property or assign or otherwise dispose of any moneys payable to the Company in relation to the Property or agree to do any of the foregoing;

(c) exercise any of the powers of leasing or agreeing to lease vested in or conferred on mortgagors by common law or by statute or accept the surrender of any lease, underlease or tenancy or agree to do any of the foregoing;

(d) part with or share possession or occupation of the Property or any part of it or grant any tenancy or licence to occupy the Property or agree to do any of the foregoing;

In the Charge:-

'Encumbrance' means any mortgage charge pledge lien assignment hypothecation security interest preferential right or trust arrangement or other encumbrance security agreement or arrangement of any kind or any right conferring a priority of payment.

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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. 02461648

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A FIRST LEGAL CHARGE DATED THE 6th OCTOBER 1995 AND CREATED BY WAINHOMES (YORKSHIRE) LIMITED FOR SECURING £1,430,000 AND ALL OTHER SUMS DUE FROM THE COMPANY TO SUNGUARD HOMES LIMITED UNDER THE PROVISIONS OF THIS CHARGE (AS DEFINED) WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 16th OCTOBER 1995.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 18th OCTOBER 1995.

M. IKRAM DAR.

for the Registrar of Companies

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18/10
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C O M P A N I E S H O U S E

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