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

*insert full name
of Company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

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

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number

[20]

2693490

Name of company

* TERRACE HILL DEVELOPMENTS LIMITED

Date of creation of the charge

19 MARCH 1999

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

CHARGE

Amount secured by the mortgage or charge

All monies and liabilities now or at any time hereafter due owing or
incurred to Clydesdale Bank Plc ("the Bank") by the Company in any way
whatsoever

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

Clydesdale Bank Plc
30 St Vincent Place
GLASGOW
G1 2HL

Postcode

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

Gateley Wareing
Equity House, 7 Rowchester
Court, Whittall Street,
Birmingham, B4 6DD

REF : ECJ

Time critical reference

For official Use
Mortgage Section

Post room



BIR *BAYFLFAB* 380
COMPANIES HOUSE 07/04/99

• Short particulars of all the property mortgaged or charged

By way of first fixed charge over :-

(a) all the benefits and the company's rights and interests of whatsoever nature, present and future, in or arising out of or otherwise connected with or relating to the following agreements and documents :-

(i) Agreement for Lease dated 23 December 1998 made with The Edinburgh Woollen Mill Limited in relation to Unit 64 on the Company's site at 63,63A and 64 High Street, Newport, Isle of Wight

(ii) Building Contract dated 23 December 1998 with Geoffrey Osborne Ltd

(iii) Performance Bond dated 15 January 1999 given by Zurich GSG Limited

(B) all the Company's present and future interest, legal or equitable, in the Site and any part thereof or in the proceeds of sale thereof.

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)

Nil.

Signed

[Signature]

Date

31 March 1999

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

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

† 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. 02693490

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A CHARGE DATED THE 19th MARCH 1999 AND CREATED BY TERRACE HILL DEVELOPMENTS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO CLYDESDALE BANK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 7th APRIL 1999.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 12th APRIL 1999.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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

A handwritten signature in the bottom left corner.