

M**395****Particulars of a mortgage or charge**Please do not
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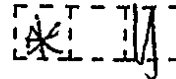
Pursuant to section 395 of the Companies Act 1985

Please complete
legibly, preferably
in black type or
bold block
lettering*Insert full name
of company

To the Registrar of Companies

For official use Company number

Name of company



2809523

* GRAFTON ESTATES (LANCASTER) LIMITED ("the Borrower")

Date of creation of the charge

30 June 1993

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

Legal Mortgage Dated 30 June 1993 and made between the Borrower (1)
and Portman Building Society ("the Lender") (2) ("the Charge")

Amount secured by the mortgage or charge

69/2

the money loaned to the Borrower by the Lender on the security of the Charge ("the Principal Sum") and all interest costs charges and expenses and all other amounts whatsoever payable under the terms of the Charge and all other present and future liabilities and obligations of the Borrower under the Charge and the letter addressed by the Lender to the Borrower setting out the terms upon which the Lender is prepared to make the Principal Sum available to the Borrower a certified as a true copy of which is annexed to the Charge ("the Facility Letter") and all documents defined as Security Documents in the Facility Letter and any other document present or future in connection with or guaranteeing or evidencing or creating security for any obligation of the Borrower to the Lender and such variations of and supplements to any such documents as may from time to time be in force and any other document which the Borrower and the Lender may in writing designate as a Security Document including (without limitation) all sums due from the Borrower to the Lender pursuant to the Charge and all other liabilities covenanted to be paid or otherwise secured by the Charge.

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

PORTMAN BUILDING SOCIETY, Portman House, Richmond Hill,
Bournemouth, Dorset

Postcode

BH2 6EP

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

5/7

Solicitor to
Portman Building Society
Portman House
Richmond Hill
Bournemouth BH2 6EP
Ref: LS/JMA

For official use
Mortgage section

- 2 JUL 1993

Post room

COMPANIES

2 - JUL 1993

HOUSE

Time critical reference

The Borrower as beneficial owner charges:-

1. by way of first legal mortgage ALL THAT freehold land on the north and north west side of Aldcliffe Road Lancaster as the same is registered as H.M. Land Registry with title absolute under title numbers LA488800 and P194643 together with the buildings structures any other erections and any fixed plant machinery and fittings from time to time on or under it ("the Mortgaged Property") for all the estate right interest and title of the Borrower in it
2. by way of first legal mortgage the goodwill and any uncalled capital for the time being of the Borrower
3. by way of first floating charge all the undertaking of the Borrower and all its other property assets and rights whatsoever and wheresoever both present and future including (but without limitation) moveable plant machinery implements utensils building materials furniture and equipment belonging to the Borrower

continued

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Please complete
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in black type or
bold block
lettering

Particulars as to commission allowance or discount (note 3)

N/A

Signed

James M. Smith Solicitor

Date

1st July 1993

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.

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Particulars of a mortgage or charge (continued)

Continuation sheet No. 1
to Forms Nos 395 and 410 (Scot)

Company number

2809523

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

Name of company

GRAFTON ESTATES (LANCASTER)

Limited*

*Delete if
inappropriate

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

Amount due or owing on the mortgage or charge (continued)

Please do not
write in this
margin

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

4. by way of first fixed charge all monies from time to time standing to the credit of the account in the name of the Lender noting the interest of the Borrower and into which the Rents (defined below) shall be paid

AND

- b. the Borrower as Beneficial Owner assigns to the Lender all its right title and interest in and to all the rental income now or at any future time received or recoverable by the Borrower from each tenant of the Mortgaged Property (whether such tenants tenancy is expressed implied or by operation of law) including (but without limitation) all payments in respect of services and insurance contributions receivable by the Borrower and Value Added Tax and any other income in respect of the Mortgaged Property whatsoever ("the Rents") Subject only to the proviso for redemption contained later in the Charge

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

[illegible]

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**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 30th JUNE 1993
and created by GRAFTON ESTATES (LANCASTER) LIMITED

for securing all moneys now due, or hereafter to become due, or from time
to time accruing due from the company to PORTMAN BUILDING SOCIETY

on any account whatsoever

was registered pursuant to Chapter I Part XII of the Companies Act
1985, on the 2nd JULY 1993

Given under my hand at the Companies Registration Office,
Cardiff the 7th JULY 1993

No. 2809523

A handwritten signature in dark ink, appearing to read 'P. Jones'.

P. JONES

an authorised officer

C.69a

Handwritten initials in dark ink, possibly 'P. J. Jones' or similar, written vertically.