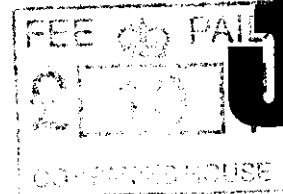


Particulars of a mortgage or charge**395**

Pursuant to section 395 of the Companies Act 1985



To the Registrar of Companies

For official use

Company number

[1910]

2849445

Name of company

* LINDEN HOMES SOUTH-EAST LIMITED

Date of creation of the charge

29TH JUNE 2001

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

LEGAL CHARGE

Amount secured by the mortgage or charge

All moneys, obligations and liabilities on the part of Linden Homes South-East Limited (the "Mortgagor") to Dwyer Plc (the "Creditor") to be paid, performed or discharged, whether directly or indirectly, pursuant to the terms of any of the Collaboration Agreement dated 29 June 2001 between the Mortgagor and the Creditor (the "Agreement"), the Legal charge the subject of this return (the "Legal Charge") and all other documents entered into by the Mortgagor in connection with or pursuant to the terms of the Agreement and/or in connection with any loan facility or other financial accommodation from time to time granted or otherwise made available pursuant thereto and all expenses (as defined in the Legal Charge) and any interest charged under the terms of the Legal Charge.

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

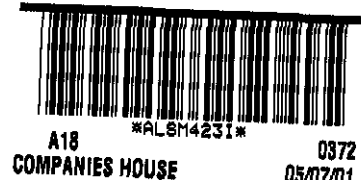
DWYER PLC WHOSE REGISTERED OFFICE IS AT 40 PARK STREET, LONDON W1K 2JG

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

HamlinS Solicitors
Roxburghe House
273-287 Regent Street
London
W1B 2AD

For official use
Mortgage Section

Post room



Time critical reference

Please do not
write in
this margin

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

- (A) (by way of legal mortgage) the property outlined in red on plans "A" and "B" annexed to the Legal Charge and being firstly 129, 130 and 131 The Village, Caterham on the Hill whose title is registered at HM Land Registry under Title Number: SY677334 and secondly 24 Lavender Fields, Leatherhead, Surrey whose title is registered at HM Land Registry under title number: SY699570 including all buildings and other structures from time to time erected thereon and all fixtures from time to time thereon or therein (the "Property") and (by way of assignment to the Creditor) all rental and other income from the Property (subject to reassignment upon redemption of the security from time to time created by or pursuant to the terms of the Legal Charge) together with the benefit of all warranties relating to the Property and all interests, rights and entitlements of the Mortgagor under and/or in relation to any compensation and/or insurance policies and insurance moneys referred to in the Legal Charge or otherwise relating to the Property; and
- (B) (by way of specific charge) all deeds and documents from time to time relating to the Property, the benefit of any covenants for title given or entered into by any predecessor in title of the Mortgagor to the Property, all proceeds of a capital nature in relation to the disposal of the Property, the benefit of any contract for the sale, letting or other disposal of the Property, any rights against lessees or other occupiers, and/or their sureties and all present and future options to renew all leases or purchase all reversions (whether or not freehold) from time to time in relation to the Property.

Particulars as to commission allowance or discount (note 3)

Signed



Date 4th JULY 2001

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.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02849445

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 29th JUNE 2001 AND CREATED BY LINDEN HOMES SOUTH-EAST LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO DWYER PLC PURSUANT TO THE TERMS OF ANY OF THE COLLABORATION AGREEMENT OF EVEN DATE, THIS LEGAL CHARGE AND ALL OTHER DOCUMENTS ENTERED INTO BY THE MORTGAGOR IN CONNECTION WITH OR PURSUANT TO THE TERMS OF THE AGREEMENT AND/OR IN CONNECTION WITH ANY LOAN FACILITY OR OTHER FINANCIAL ACCOMODATION FROM TIME TO TIME GRANTED OR OTHERWISE MADE AVAILABLE PURSUANT THERETO WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 5th JULY 2001.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 10th JULY 2001.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

Handwritten signature