

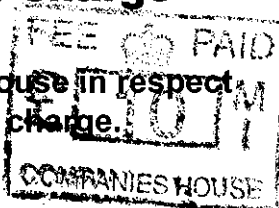
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COMPANIES FORM No. 395

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



395

CHFP025

Please do not write in this margin

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

*insert full name of Company

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

For official use

Company number

15

3115851

Name of company

* CHIMESTONE PROPERTY DEVELOPMENTS LIMITED

Date of creation of the charge

3 MAY 2002

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

DEBENTURE

Amount secured by the mortgage or charge

All the Company's liabilities to The Royal Bank of Scotland plc of any kind and in any currency (whether present or future actual or contingent and whether incurred alone or jointly with another) together with the Bank's charges and commission interest at the rate charged to the Company by the Bank from time to time and all expenses (on a full indemnity basis) incurred by the Bank or any Receiver at any time in connection with the Property known as Waterloo Steelworks, Waterloo Road, Stockport, Greater Manchester shown edged red on the plan annexed to the Debenture or the Company's obligations or in taking or perfecting the Debenture or in preserving defending or enforcing a security created by the Debenture or in exercising any power under the Debenture or otherwise with interest at the rate charged to the Company by the Bank from time to time from the date they are incurred.

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

The Royal Bank of Scotland plc
38 Mosley Street
Manchester
M60 2BE

Postcode

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

Halliwell Landau
St James's Court
Brown Street
Manchester
M2 2JF

TME.C21293.18

Time critical reference

For official Use
Mortgage Section

Post room



Short particulars of all the property mortgaged or charged

By way of Legal Mortgage of all the freehold and leasehold Property now vested in or charged to the Company including Waterloo Steelworks, Waterloo Road, Stockport, Greater Manchester shown edged red on the plan annexed to the Debenture and by way of fixed charge all estates or interests in any freehold and leasehold Property now and in the future vested in or charged to the Company except the Property charged by way of Legal Mortgage and by way of fixed charge all the plant machinery and fixtures and fittings of the Company present and future and by way of fixed charge all furniture furnishings equipment tools and other chattels of the Company present and future not regularly disposed of in the ordinary course of business and by way of fixed charge all the goodwill and uncalled capital of the Company present and future and by way of fixed charge all stocks shares and other securities of the Company present and future and by way of fixed charge all intellectual property rights choses in action and claims of the Company present and future and the proceeds of any insurance from time to time affecting the Property by way of fixed charge the benefit of any currency or interest rate swap cap or collar or otherhedging agreement or any future transaction or treasury instrument made with the Bank or any third party by way of fixed charge all book debts and other debts of the Company present and future and the proceeds of payment or realisation of each of them until the receipt of the proceeds from time to time into a companies account with the Bank or such other account as the Bank may specify from time to time by way of fixed charge all funds standing to the credit of the Company from time to time on any account with the Bank or any other bank or financial institution or organisation including all receipts from time to time into a companies account with the Bank or such other account as the Bank may specify from time to time by way of floating charge all the undertaking and all property /Contd...

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)

Signed

Hallwell Handan

Date 9 May 2002

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 CF14 3UZ

CHFP025

**Particulars of a mortgage or charge
(continued)**Please do not
write in this
binding marginContinuation sheet No 1
to Form No 395 and 410 (Scot)Please complete
legibly, preferably
in black type, or
bold block lettering

Company Number

3115851

Name of Company

CHIMESTONE PROPERTY DEVELOPMENTS LIMITED

Limited*

* delete if
inappropriate

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

assets and rights of the Company present and future not subject to a
fixed charge under the Debenture

Please do not,
write in this
binding margin

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

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03115851

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 3rd MAY 2002 AND CREATED BY CHIMESTONE PROPERTY DEVELOPMENTS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE ROYAL BANK OF SCOTLAND plc ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 14th MAY 2002.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 17th MAY 2002.

A handwritten signature in black ink, consisting of a stylized 'S' or 'L' shape.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —