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COMPANIES FORM No. 395 NW 2160x16-093583

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.

395

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number

11315

3139687

Name of company

* HAVEN FUNDING PLC

Date of creation of the charge

3rd August, 1999

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

Deed of sub-charge and assignment dated 3rd August, 1999 between Haven Funding PLC (1) and Prudential Trustee Company Limited (2) and Bromford Carinthia Housing Association Limited (3)

Amount secured by the mortgage or charge

All monies payable in respect of the Bonds (as defined in a mortgage dated 19th July, 1999 between Bromford Carinthia Housing Association Limited (1) Haven Funding PLC (2) and Prudential Trustee Company Limited (3) (the "Mortgage") and otherwise under the Mortgage.

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

Prudential Trustee Company Limited (registered number: 1863305), 142 Holborn Bars, London EC1N 2NH

Postcode

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

Allen & Overy
One New Change
London

EC4M 9QQ

AAC/LMAG/Bromford

Time critical reference

For official Use
Mortgage Section



Short particulars of all the property mortgaged or charged

See attached schedule.

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 Allen Tavery

Date 4th August, 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

THE SCHEDULE
Part 1
The Outgoing Property

Description of Property	Tenure	Quality and number Of Title
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None

Part 2
The Incoming Properties

Description of Property	Tenure	Quality and number Of Title
93 and 94 George Street and 3, 4 and 5 South Street, Kidderminster	Freehold	Title Absolute Title Number HW 163709

FILE COPY



**CERTIFICATE OF THE REGISTRATION
OF A MORTGAGE OR CHARGE**

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

COMPANY No. 03139687

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEED OF SUB-CHARGE AND ASSIGNMENT DATED THE 3rd AUGUST 1999 AND CREATED BY HAVEN FUNDING PLC FOR SECURING IN FAVOUR OF PRUDENTIAL TRUSTEE COMPANY LIMITED ALL MONIES PAYABLE IN RESPECT OF BONDS AS DEFINED IN A MORTGAGE DATED 19 JULY 1999 AND OTHERWISE UNDER THE MORTGAGE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 4th AUGUST 1999.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 10th AUGUST 1999.

*h.c.
C/H*



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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