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legibly, preferably
in black type, or
bold block lettering

*insert full name
of company

COMPANIES FORM No. 395

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

93

3139687

Name of company

* Haven Funding (32) plc

Date of creation of the charge

2nd November, 1998

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

Deed of sub-charge and assignment dated 2nd November, 1998 between Haven Funding (32) plc (1) Prudential Trustee Company Limited (2) and Chiltern Hundreds Housing Association Limited (3).

Amount secured by the mortgage or charge

All monies payable in respect of the Bonds (as defined in the Trust Deed dated 24th June, 1998, between Haven Funding (32) plc (1) and Prudential Trustee Company Limited (2)).

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

Prudential Trustee Company Limited (registered number 1863305), whose registered office is at 142 Holborn Bars, London EC1N 2NH

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

Allen & Overy
One New Change
London
EC4M 9QQ

0171 330 3000

Time critical reference

AAC/DBH/29914.64/557967

For official use
Mortgage Section

Post room



Short particulars of all the property mortgaged or charged

All rights, title interest and benefit present and future in and to each of the Incoming Properties as defined in a mortgage dated 2nd November, 1998 and which are set out in the attached schedule.

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

Particulars as to commission allowance or discount (note 3)

Signed



Date 3rd November, 1998

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.

THE SCHEDULE

The Incoming Property

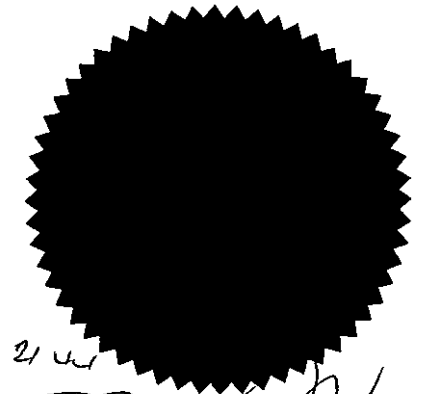
ALL THOSE Freehold Properties as the same are registered at H M Land Registry with Title Absolute under the Title Numbers listed below

<u>No</u>	<u>Description of Property</u>	<u>Registered Address if different</u>	<u>Title Number</u>	<u>Local Authority</u>	<u>Land Registry</u>
1.	5 and 6 Manor Way Coleshill	2, 5, 6 and 7 Manor Way Coleshill, Amersham and amenity areas and common parts	BM139725	Chiltern	Leicester
2.	9, 10 and 11 The Bit, Coleshill, Amersham		BM139682	Chiltern	Leicester
3	1, 2, 3, 5, 7 Cowley Cottages Whielden Lane Winchmore Hill Amersham	1, 2, 3, 5, 6 and 7 Cowley Cottages Whielden Lane Amersham	BM139724	Chiltern	Leicester
4.	1 to 7 Victoria Cottages Elm Road, Penn		BM 139705	Chiltern (part) and Wycombe (part)	Leicester
5	3 and 4 Curtis Cottages Ashley Green, Chesham		BM139710	Chiltern	Leicester
6.	1 to 6, 9 to 13, 15 to 20, 25, 28, 30, 32, 34 and 35 Snowhill Cottages Ashley Green, Chesham	1 to 6, 9 to 20, 25, 26, 28, 30, 32, 34, 35 Snowhill Cottages Ashley Green Chesham and Garages 1 to 4 and amenity areas and common parts	BM139709 [Dep 14768DR]	Chiltern	Leicester
7	1 and 2 Westley Cottages Orchards Leigh Chesham		BM139707	Chiltern	Leicester
8	1 to 3 Whelpley Hill, Chesham		BM139708	Chiltern	Leicester

- | | | | | | |
|----|---|--|---------------------------|----------|------------|
| 9 | Church Farm
House and 5 to 9
Town Field Lane,
Chalfont St Giles
HP8 | | BM139688 | Chiltern | Leicester |
| 10 | Tom Scott House,
Pearce Road,
Chesham, HP5 | | BM197320 | Chiltern | Leicester |
| 11 | 1 to 8 Cromwell
Court Cromwell
Road, Banbury
OX16 | Land on South side of
Warwick Road, Banbury | ON116505
[Dep 541025D] | Cherwell | Gloucester |

THE COMMON SEAL of
CHILTERN HUNDREDS HOUSING
ASSOCIATION LIMITED
was affixed to this deed in the
presence of:

)
)
)
)
)



21/11/11
Chief Executive/Secretary

Board member

D. J. Stephenon
Board member

EXECUTED as a Deed and Delivered
on the date set out above by
HAVEN FUNDING (32) PLC
by:

)
)
)
)

Director

Director/Secretary

THE COMMON SEAL of
PRUDENTIAL TRUSTEE COMPANY
LIMITED was affixed to this deed in
the presence of:

)
)
)
)

Sealing Officer



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 BETWEEN THE COMPANY, THE CHARGEES AND CHILTERN HUNDREDS HOUSING ASSOCIATION LIMITED DATED THE 2nd NOVEMBER 1998 AND CREATED BY HAVEN FUNDING PLC FOR SECURING ALL MONIES PAYABLE IN RESPECT OF THE BONDS (AS DEFINED IN THE TRUST DEED DATED 24 JUNE 1998 (AS DEFINED)) WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 7th NOVEMBER 1998.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 11th NOVEMBER 1998.

W. Grandon
W. GRANDON

for the Registrar of Companies



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