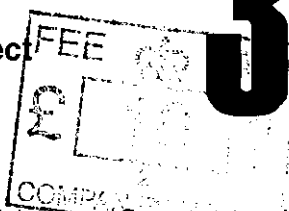


17204/10

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

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

For official use

Company number

[17204/10]

3139687

Name of company

* HAVEN FUNDING PLC

Date of creation of the charge

23rd February, 2004

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

Deed of Sub-Charge and Assignment dated 23rd February, 2004 between Haven Funding Plc (1) Prudential Trustee Company Limited (2) and Hyde Housing Association Limited (3) (the "Deed")

Amount secured by the mortgage or charge

All monies payable in respect of the Bonds (as defined in a mortgage dated 23rd February, 2004 between Hyde 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

Postcode EC1N 2NH

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

Allen & Overy
One New Change
London
EC4M 9QQ

For official Use
Mortgage Section

Post room

AAC/MG/PRU

Time critical reference



A03
COMPANIES HOUSE

A9WT6SY4

0338
27/02/04

Short particulars of all the property mortgaged or charged

(a) charge by way of first fixed legal mortgage to the Trustee (as defined in the Deed) all its right, title, interest and benefit, present and future, in and to each of the Incoming Properties (as defined in the Mortgage) title to which is registered, registerable or in the course of registration at HM Land Registry; and

(b) charge by way of first fixed legal mortgage to the Trustee (as defined in the Deed) all its right, title, interest and benefit, present and future, in and to each of the Incoming Properties (as defined in the Mortgage) over those freehold and leasehold properties title to which is not (unless in the course of registration) and is not required to be registered at HM Land Registry.

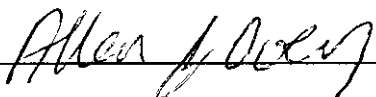
PY:826127.1

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



Date 24th February, 2004

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

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 DATED THE 23rd FEBRUARY 2004 AND CREATED BY HAVEN FUNDING PLC FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO PRUDENTIAL TRUSTEE COMPANY LIMITED UNDER THE TERMS OF THE AFOREMENTIONED INSTRUMENT CREATING OR EVIDENCING THE CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 27th FEBRUARY 2004.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 2nd MARCH 2004.

Handwritten signature



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —