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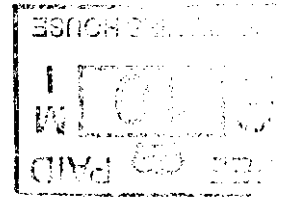
COMPANIES FORM NO. 395

BB 120
100 123

395

Particulars of a charge

Pursuant to section 395 of the Companies Act 1985



Please do not
write in this
margin

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

To the Registrar of Companies

For Official Use Company Number

S

3195057

Name of company

*Insert full name
of company

VSH PROPERTIES LIMITED

Date of creation of the charge

30 - 06 - 1999

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

Legal Charge containing fixed and floating charges

Amount secured by the charge

All moneys and liabilities (actual or contingent) for the time being due owing or incurred by the Company to the Bank on any account and in any manner whatsoever.

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

The Governor and Company of the Bank of Scotland

PO Box No 267, 38 Threadneedle Street, London

Postcode EC2P 2EH

Presenter's name, address and
reference (if any):

S.M. FODEN, Solicitor

Harley Court,

Harley

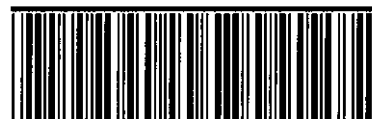
Shrewsbury

Shropshire

SY5 6LP

For Official Use
Mortgage section

Post Room



A13 *ATINGHNS* 500
COMPANIES HOUSE 01/07/99

Time critical reference

Short particulars of all the property charged

All the freehold/leasehold property known as 20 and 24 GREENBANK VIEW
EASTVILLE BRISTOL

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[and registered at HM Land Registry with Title Number RV 22 6724] and other charges of the Company as specified in the attached Schedule, which also contains covenants by and restrictions on the Company which protect and further define the charges and must be read as one with the charges.

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

Particulars as to commission allowance or discount (note 3)

N/A

For the Bank of Scotland

Signed



Date

30th Jun 1999

On behalf of (company)(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
5. The address of the Registrar if Companies is:-
Companies House, Crown Way, Cardiff CF4 3UZ

PARTICULARS OF MORTGAGE OR CHARGES

Name of Company V.S.M. PROPERTIES LIMITED

Number of Company 3195057

SCHEDULE OF CHARGES, COVENANTS AND RESTRICTIONS

contained in a Legal Mortgage in favour of Bank of Scotland dated ... 30th June 1999 .

Charges

1. by way of legal mortgage over all the freehold/leasehold property known as 20 and 24 GREEN BANK URBAN ESTATE BRIGHTON ("the Property") and registered at H.M. Land Registry under Title No: AV 226724
2. by way of fixed charge over all buildings and other structures on, and items fixed to, the Property;
3. by way of fixed charge over any goodwill relating to the Property;
4. by way of fixed charge over all plant, machinery and other chattels attached to the Property on or at any time after the date of this Legal Mortgage;
5. by way of floating charge over all unattached plant, machinery, chattels and goods now or at any time after the date of this Legal Mortgage on or in or used in connection with the Property;
6. by way of legal assignment the Rental Sums together with the benefit of all rights and remedies of the Company.
7. by way of fixed charge the proceeds of any claim made under any insurance policy relating to any of the property charged under the charge.

Restriction on charges and disposals

1. The company may not without the prior written consent of the Bank create or attempt to create or allow to be created or to exist (whether by a specific agreement imposed by rule of law or Act or Parliament) any charge or lien of any kind over the Property.
2. The company may not without the prior written consent of the Bank or anyone else who is the proprietor of this Mortgage sell, transfer, lease or otherwise dispose of all or any part of the Property, whether at law or in equity.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03195057

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE CONTAINING FIXED AND FLOATING CHARGES DATED THE 30th JUNE 1999 AND CREATED BY VSM PROPERTIES LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 1st JULY 1999.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 5th JULY 1999.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



COMPANIES HOUSE

R. Law