

M

CHFP025

Please do not
write in
this margin

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

*insert full name
of Company

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

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

For official use

Company number

[] [] [] [] [] [] [] [] [] []

03200659

Name of company

* Mann Properties Limited

Date of creation of the charge

7 April 2004

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

Charge Deed

Amount secured by the mortgage or charge

Any sum advanced by the Lender to the Company and includes any further advance or re-advance to the Company and all other monies which now are or at any time afterwards may be or become due from the Company to the Lender and the discharge of all obligations and liabilities whether actual or contingent (including further advances made by the Lender after the date of this Charge as secured directly or indirectly by this Charge) now or afterwards owed by the Company to the Lender whether on any current or other account or otherwise in any manner whatever (whether alone or jointly and in whatever style, name or form and whether as principal or surety) and whether originally owing to the Lender or purchased or otherwise acquired by it together with interest to the date of payment at such rates and upon such terms as may from time to time be determined by the Lender in accordance with this Charge or any offer in writing whereby the Lender offers to advance any sum to the Company or any further advance or re-advance to the Company and all commission, fees and other charges and all legal and costs and ../cont

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

Northern Rock plc
Northern Rock House
Gosforth
Newcastle upon Tyne

Postcode NE3 4PL

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

Pinsents
3 Colmore Circus
Birmingham
B4 6BH

Ref: JRM/505057 07169/SVB

Time critical reference

For official Use
Mortgage Section



PMO *PGG7700Z* 0550
COMPANIES HOUSE 21 10/04/04
A06 *AESRZUFU* 0660
COMPANIES HOUSE 20/04/04
A25 *A9UKXU9X* 0682
COMPANIES HOUSE 14/04/04

Short particulars of all the property mortgaged or charged

1. By way of legal mortgage property at Ground floor and basement levels known as Babington Arms, 11-13 Babington Lane, Derby, comprised in title number DY304457 and all fixtures and fittings from time to time attached to the property and by way of specific charge all income from time to time arising or payable to or on behalf of the Company in relation to the property and the proceeds of any disposal in respect of the property and all deeds and documents from time to time relating to the same and all monies due or owing at any time under any insurance policies or compensation arrangements relating to the property; and
2. An assignment to the Lender of any option to purchase the freehold or superior leasehold or to obtain a new lease of the property, any guarantees relating to the property, any share or membership rights in the resident's association or management company relating to the property and any other benefit or right of any kind relating to the property, its construction or use; and
3. A charge to the Lender by way of fixed charge of the equipment and goods listed in the charge (if any) and all other fixtures, fittings, ./cont

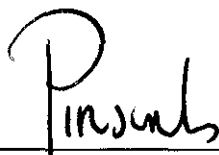
Please do not write in this margin

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

Particulars as to commission allowance or discount (note 3)

None

Signed



Date 8 April 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



Pinsents

fax

To: Beth
of: Companies House

Fax No: 0292 0380 827

From: Justin Mason

Date: 21 April 2004

Our ref: JRM/505057.07169

Pages: 5

3 Colmore Circus
Birmingham
B4 6BH

Telephone
+44 (0)121 200 1050

Fax
+44 (0)121 626 1040

DX
703167 Birmingham 12

Website
www.pinsents.com

Dear Beth

Mann Properties Limited
Company Number: 3200659
Charge Dated 7 April 2004

Further to our earlier telephone conversation I attach the continuation pages from the Form M395.

I look forward to hearing from you once my application has been completed.

Kind regards,

Yours sincerely


Justin Mason
Associate

Direct Dial: 0121 626 5760
E-mail: justin.mason@pinsents.com

This facsimile transmission is strictly confidential and intended solely for the addressee. It may contain information which is covered by legal, professional or other privilege. If you are not the intended addressee, you must not disclose, copy or take any action in reliance on this facsimile. If you have received this facsimile in error please notify us as soon as possible.

A list of partners' names is available for inspection at the firm's offices at the above address.
Regulated by The Law Society.

2442802 / 1 / DFA

NO. 3148 P. 1

PINSENT

21. APR. 2004 12:20

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

3200659

Name of Company

Mann Properties Limited

~~limited~~* delete if
inappropriate

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

expenses (including internal administrative costs) incurred by the Lender in relation to this Charge in enforcing or seeking to enforce the security created by the Charge on a full indemnity basis and commission, interest, fees and charges to the date of payment (as well after as before any demand or judgement) at the rates and upon the terms from time to time agreed between the Company and the Lender and if no such agreement determined by the Lender in accordance with this Charge or any offer in writing whereby the Lender offers to advance any sum or any further advance or re-advance by the Company.

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

Please do not
write in this
binding margin.

Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)

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

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

..plant and machinery which may from time to time be erected on or affixed to the property; and

4. By way of floating charge all other moveable plant, machinery, implements, building materials of all kinds, utensils, furniture and equipment now or from time to time placed on or used in or about the property and belonging to the Company; and

5. A charge to the Lender by way of floating charge of the undertaking and all other property, assets and rights of the Company whatsoever and wheresoever both present and future (including but not limited to the property and assets referred to in items 1 to 3 and the stock in trade of the Company); and

6. An assignment to the Lender of the goodwill of the Company in each and every business from time to time carried on by the Company whether from the property or elsewhere and the benefit of all licences, consents, certificates, registrations, permits, orders or other similar matters required in connection with the property or such business which the Company may hold in connection with any business and all present and future patents, patent applications, inventions, trademarks, trademark applications, brand and trade names, registered designs and applications for such designs, design rights, copyrights and rights in the nature of copyright, computer programs and know how and trade secrets and all licences and sub-licences now or herein granted to or by the Company in respect of any rights of the above nature and all other intellectual property rights and ancillary rights and benefits including all royalties, fees and other income deriving from the same both present and future in relation to and for the benefit of the Company's business or in which the Company may have an interest and the benefit of all present and future agreements entered into or the benefit of which is enjoyed by the Company relating to the use or exploitation of rights of such nature whether owned by the Company or others.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03200659

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A CHARGE DEED DATED THE 7th APRIL 2004 AND CREATED BY MANN PROPERTIES LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO NORTHERN ROCK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 21st APRIL 2004.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 22nd APRIL 2004.

R



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES