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COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge.

CHFP025

Please do not write in this margin

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

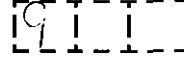
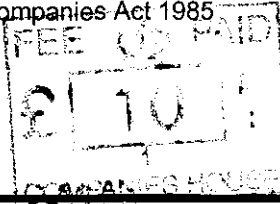
*insert full name of Company

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number



3300281

Name of company

* Peer Holdings Limited (Company Number 3300281) (the "Mortgagor")

Date of creation of the charge

10 June 2004

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

Legal Charge dated 10 June 2004 and made between the Mortgagor (1) and The Royal Bank of Scotland plc (the "Bank") (2) (the "Legal Charge")

Amount secured by the mortgage or charge

See Annexure 1

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

The Royal Bank of Scotland plc
36 St Andrew Square
Edinburgh

Postcode EH2 2YB

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

Addleshaw Goddard
Sovereign House, PO Box 8,
Sovereign Street, Leeds,
LS1 1HQ

HALLDA/304919-1497/Peer

Time critical reference

For official Use
Mortgage Section

Post room



A23
COMPANIES HOUSE

0458
22/06/04

See Annexure 2

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this margin

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

Particulars as to commission allowance or discount (note 3)

nil

Signed Addishaw Goddard

Date 21/06/04

On behalf of ~~XXXXXX~~ [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

CHFP025

Particulars of a mortgage or charge (continued)

Please do not
write in this
binding margin

Continuation sheet No _____
to Form No 395 and 410 (Scot)

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

Company Number

3300281

Name of Company

Peer Holdings Limited (Company Number 3300281) (the "Mortgagor")

Limited*

* delete if
inappropriate

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

[illegible]

**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

Annexure 1

All the Mortgagor's liabilities to the Bank of any kind and in any currency (whether present or future actual or contingent and whether incurred alone or jointly with another) together with the Bank's charges and commission Interest and Expenses (the "**Mortgagor's Obligations**").

In this form 395:

"Charged Assets" means all the fixtures and fittings of the Mortgagor from time to time attached to the Property all the plant and machinery vehicles and computer equipment of the Mortgagor present and future at the Property not regularly disposed of in the ordinary course of business and all associated warranties and maintenance contracts all furniture furnishings equipment tools and other chattels of the Mortgagor at the date of the Legal Charge and in the future at the Property and not regularly disposed of in the ordinary course of business

"Expenses" means all expenses (on a full indemnity basis) incurred by the Bank or any receiver at any time in connection with the Property the Charged Assets the Goodwill or the Mortgagor's Obligations or in taking or perfecting the Legal Charge or in preserving defending or enforcing the security created by the Legal Charge or in exercising any power under the Legal Charge or otherwise with Interest from the date they are incurred

"Goodwill" means the present and future goodwill of any business carried on at the Property by or on behalf of the Mortgagor

"Interest" means interest at the rate(s) charged to the Mortgagor by the Bank from time to time

"Property" means freehold land and buildings known as Middle Entry Shopping Centre, George Street, Tamworth as is registered at the Land Registry with title absolute under title number SF428814

Annexure 2

- 1 By way of legal mortgage of all legal interests and otherwise by way of fixed charge the Property (to the full extent of the Mortgagor 's interest in the Property or its proceeds of sale)
- 2 By way of fixed charge the Charged Assets the Goodwill all rents receivable from any lease granted out of the Property and the proceeds of any insurance from time to time affecting the Property or the Charged Assets

Note:

The Legal Charge contains covenants by the Mortgagor that the Mortgagor will not without the Bank's prior written consent:

- (a) create or permit to arise any mortgage charge or lien on the Property the Charged Assets or the Goodwill
- (b) grant or accept a surrender of any lease or licence of the Property the Charged Assets or the Goodwill
- (c) dispose of or part with or share possession or occupation of the Property the Charged Assets or the Goodwill

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03300281

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 10th JUNE 2004 AND CREATED BY PEER HOLDINGS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE ROYAL BANK OF SCOTLAND plc ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 22nd JUNE 2004.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 24th JUNE 2004.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —