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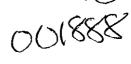
Please complete legibly, preferably in black type, or bold block lettering

*insert full name of company

COMPANIES FORM No. 395

Mess Hoare Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985



ZENOH SZINVONOŚ To the Registrar of Companies

For official use

Company number

3466922

Name of company

PARK HOUSE ESTATES LIMITED ("the Company")

Date of creation of the charge

26th March 1999

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

MORTGAGE AND FURTHER CHARGE ("the Mortgage")

Amount secured by the mortgage or charge

The sum of £500,000 and any other sums now or at any time owing by the Company to the Lender

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

EAGLE STAR LIFE ASSURANCE COMPANY LIMITED, 60 St Mary Axe, London EC3A 8JQ ("the Lender")

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

CHARLES RUSSELL KILLOWEN HOUSE BAYSHILL ROAD CHELTENHAM GL50 3AW

Time critical reference

For official use Mortgage Section

Post room



COMPANIES HOUSE 09/04/99

Short particulars of all the property mortgaged or charged

As continuing security for the payment to the Lender of all Secured Liabilities:-

Please complete legibly, preferably in black type, or

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- The freehold property known as land and buildings on the North East side of Great Ancoats Street Manchester registered at H M Land Registry Title Number GM368062 ("the Property"); and
- bold block letterina
- The Contracts, Proceeds, Insurance Policies and Intellectual Property (as those expressions are defined in the Mortgage) in so far as they relate to the Property.

THE Mortgage contains a restriction on the part of the Company not without the Lender's consent to create any security interest affecting the Property

Particulars as to commission allowance or discount (note 3)

N/A

Signed

Russell Langs

Date 08 April 1999

On behalf of [company] [mortgagee/chargee]

t delete as appropriate

NOTES

- 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.
- 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.



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03466922

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A MORTGAGE AND FURTHER CHARGE DATED THE 26th MARCH 1999 AND CREATED BY PARK HOUSE ESTATES LIMITED FOR SECURING £500,000 AND ALL OTHER MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO EAGLE STAR LIFE ASSURANCE COMPANY LIMITED UNDER THE MORTGAGE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 9th APRIL 1999.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 14th APRIL 1999.



