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COMPANIES FORM No. 395

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

Please do not
write in
this marginPlease complete
legibly, preferably
in black type or
bold block lettering

To the Registrar of Companies

Name of company

* MILLFIELD ESTATES LTD

Date of creation of the charge

6 MARCH 2000

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

MORTGAGE

Amount secured by the mortgage or charge

ALL MONIES DUE UNDER THE TERMS OF THE MORTGAGE
OR ANY OFFER OF LOAN OR ON ANY ACCOUNT WHATSOEVER
(~~CHARGE + INTEREST~~)

6

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

WOOLWICH PL OF WATLING STREET, BOXLEY HEATH, KENT

Postcode DA6 7RR

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

OWEN-KENNY
OLD MARKET HOUSE
MARKET AVENUE
CHICHESTER
WEST SUSSEX PO19 1NR
Ref: CAL/MILLFIELD

Time critical reference

For official use
Mortgage section

A35
COMPANIES HOUSE
COMPANIES HOUSE

0263
17/03/00
11/03/00

Short particulars of all the property mortgaged or charged

FLAT 1, 13 QUEENS ROAD, WORTHING, WEST SUSSEX, BN11 4QX
AND AS CLAUSES 3.1.1.2 - 3.2 AS FOLLOWS:-

3.1.1.2 THE BENEFIT OF ALL RENTAL INCOME AND ALL RIGHT TITLE AND INTEREST TO AND IN THE SAME
AND THE BENEFIT THEREOF AND THE RIGHT TO MAKE DEMAND FOR AND TO RECEIVE THE SAME BUT SO
THAT NOTHING IN THIS SUB-CLAUSE NOR ANY EXPRESS ARRANGEMENT IN RESPECT OF THE RENTAL
INCOME UNDER THIS DEED SHALL CONSTITUTE THE COMPANY AS MORTGAGEE IN POSSESSION.
3.1.1.3 (WHERE THE BORROWER IS A LIMITED COMPANY OR OTHER CORPORATE BODY) BY WAY OF FLOATING
CHARGE ALL MOVEABLE PLANT, MACHINERY, IMPLEMENTS, BUILDING MATERIALS, UTENSILS, FURNITURE
AND EQUIPMENT NOW OR FROM TIME TO TIME LOCATED AT THE PROPERTY OR USED IN CONNECTION
WITH THE BUSINESS, IN EACH CASE TO THE EXTENT THAT SUCH ITEMS BELONG TO THE BORROWER.
3.1.2 ASSIGNS TO THE COMPANY - 3.1.2.1 THE GOODWILL (IF ANY) OF THE BUSINESS; 3.1.2.2
(SO FAR AS IT IS CAPABLE OF DOING) THE BENEFIT OF ALL LICENCES, AUTHORISATIONS, PERMISSIONS AND
REGISTRATIONS RELATING TO THE MORTGAGED PROPERTY OR THE BUSINESS
3.2 SO FAR AS IT IS ABLE THE BORROWER ASSIGNS TO THE COMPANY (BUT SUBJECT TO REDEMPTION):-
3.2.1 THE BENEFIT OF ANY COVENANT, AGREEMENT, OPTION, UNDERTAKING, CHARGE, RIGHT,
INDEMNITY OR REMEDY RELATING TO THE PROPERTY OR TO THE SERVICES TO IT
3.2.2 THE BENEFIT OF ANY COMPENSATION OF ANY KIND WHATSOEVER AVAILABLE TO
THE BORROWER IN RESPECT OF THE PROPERTY
3.2.3 ALL RIGHTS WHETHER OR NOT IN BEING AT THE DATE OF THIS MORTGAGE WHICH
MAY BE OR BECOME EXERCISABLE BY THE BORROWER AND ANY MONEY WHICH (EX
GRATIA OR OTHERWISE) MAY BE OR BECOME PAYABLE IN RESPECT OF THE PROPERTY OR

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Particulars as to commission allowance or discount (note 3)

Signed Owen Kenny

Date 9/3/00

On behalf of [company]/mortgagee/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.

ANY DAMAGE OR INJURY OR DEPRECIATION RELATING TO THE PROPERTY

3.2.4 THE BENEFIT OF ANY OTHER OBLIGATION, SECURITY, RIGHT OR INDEMNITY
AFFECTING THE PROPERTY WITH POWER FOR THE COMPANY TO ASSIGN TO ANY
PURCHASER FROM THE COMPANY OR TO ANY TRANSFEREE OF THIS MORTGAGE
ANYTHING WHICH BY THIS CLAUSE IS ASSIGNED TO THE COMPANY.

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FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03716597

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A MORTGAGE DATED THE 6th MARCH 2000 AND CREATED BY MILLFIELD ESTATES LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO WOOLWICH PLC UNDER THE TERMS OF THE MORTGAGE OR ANY OFFER OF LOAN OR ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 17th MARCH 2000.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 21st MARCH 2000.

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THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



COMPANIES HOUSE