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bold block lettering

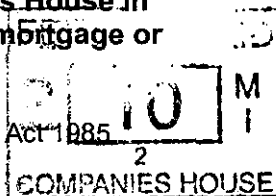
* insert full name
of company

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



01/1845/10
395

To the Registrar of Companies
(address on page 2 - Note 5)

For official use

Company number

0104

3716597

Name of company

* MILLFIELD ESTATES LIMITED

Date of creation of the charge

29 June 2004

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

Mortgage Deed

Amount secured by the mortgage or charge

All monies liabilities principal interest costs commission charges and expenses now or subsequently due or owing by the Company to the Bank whether actually or contingently whether as principle or surety and whether solely or jointly with any other person or in any manner whatsoever

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

THE MORTGAGE WORKS (UK) PLC Portman House Richmond Hill Bournemouth

Postcode BH2 6EP

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

TOZERS SOLICITORS
Broadwalk House
Southernhay West
Exeter
EX1 1UA

Time critical reference

For Official Use
Mortgage Section

Post room



A13
COMPANIES HOUSE

0334
01/07/04

Short particulars of all the property mortgaged or charged

The property known as 14 Westbrooke Court, Crescent Road, Worthing, West Sussex, BN11 1RG.

- 2.1 by way of first legal mortgage the Property
- 2.2. by way of first fixed charge all proceeds of any insurances effected in respect of the Property
- 2.3 by way of first fixed charge the goodwill of any business carried on by the Borrower in and from the property from time to time
- 2.4 by way of first equitable assignment all the Borrower's rights, title and interest in the benefit of all guarantees, warranties and representations given or made now or hereafter by and any rights or remedies against all or any of the designers, builders, contractors, professional advisors, sub contractors, manufacturers, suppliers and installers of any fixtures in each case so far as the same relate to the Property
- 2.5 by way of mortgage the benefit of the landlord to and in the Occupation Leases and the Rents in accordance with Clause 3.1 of the Mortgage Conditions
- 2.6 by way of assignment the Policy in accordance with Clause 31.1 of the Mortgage Conditions
- 2.7 if the Borrower is a company by way of floating charge all the undertaking and all the property and assets of the Borrower in accordance with Clause 3.2 of the Mortgage Conditions

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)

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge.
(See Note 5)

Signed



Date 30/06/2004

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.
- 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.

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 29th JUNE 2004 AND CREATED BY MILLFIELD ESTATES LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE MORTGAGE WORKS (UK) PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 1st JULY 2004.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 5th JULY 2004.

GRH
P



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES