

M

CHFP025

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

*insert full name
of Company

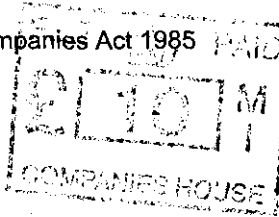
COMPANIES FORM No. 395

Particulars of a mortgage or charge

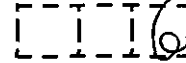
A fee of £10 is payable to Companies House in respect
of each register entry for a mortgage or charge.

Pursuant to section 395 of the Companies Act 1985

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



For official use



Company number

03905160

Name of company

* Riverland Developments Limited (the "Company")

Date of creation of the charge

16 November 2001

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

Legal Charge (the "Charge")

Amount secured by the mortgage or charge

All monies, obligations and liabilities whatsoever whether for principal, interest, or otherwise which may now or at any time in the future be due, owing or incurred by the Company to the Lender under the Supplemental Construction Agreement dated 16 November 2001 made between Alfred McAlpine Construction Limited, Laing Limited, Laing Construction Holdings Limited, the Company, Broomco (2506) Limited, Stephen Barker and Spangrove Limited and including, but without limitation, all interest, commission, fees and legal and other costs, charges and expenses which the Lender or any administrative receiver and/or manager and any substitute for any such person and whether appointed under the Charge or pursuant to any statute or otherwise may charge or incur in relation to the Company or the

cont../

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

Laing Construction Holdings Limited
Fiddlers Reach, Wouldham Road
Grays, Essex (the "Lender")

Postcode RM16 1XQ

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

Nicholson Graham & Jones
110 Cannon Street
London
EC4N 6AR

RAH/L607-8/CHARGE-395.LDD

Time critical reference

For official Use
Mortgage Section

Post room



LD7
COMPANIES HOUSE

0454
06/12/01

Short particulars of all the property mortgaged or charged

Full title guarantee by way of first legal mortgage over the Property.

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Please complete
legibly, preferably
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bold block
lettering

Particulars as to commission allowance or discount (note 3)

Nil

Signed Nicholas Graham and Jorep Date 6 December 2001

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

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**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

03905160

Name of Company

Riverland Developments Limited (the "**Company**")

XXXXXX

* delete if
inappropriate

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

Amount secured by the mortgage or chargecont

Charge and/or in relation to the (leasehold land and buildings known as the Free Trade Hall, Peter Street, Manchester) and more particularly described in a lease dated 16 November 2001 and made between The Council for the City of Manchester and the Company (the "**Property**") and any part of or interest therein (the "**Charged Property**") and/or breach of any provision of, and the protection, realisation or enforcement of the Charge in each case on a full indemnity basis (the "**Secured Liabilities**").

NOTE:

The Charge contains the following provisions:

1. The Security created by the Charge shall rank subject only to the legal charge and debenture both dated 16 November 2001 made between the Company and the Bank of Scotland (the "Prior Charge")
2. The Company shall not without the prior written consent of the Lender
 - 2.1 create or permit to subsist or arise any mortgage, charge, pledge, lien, assignment, hypothecation, security interest, preferential right or trust arrangement or other incumbrance, security agreement or arrangement of any kind or any right conferring a priority of payment or any right or option on the Charged Property or any part thereof or any part thereof other than the Prior Charge;
 - 2.2 sell, convey, assign or transfer the Charged Property or any interest therein or otherwise part with or dispose of any Charged Property or agree to do any of the foregoing;
 - 2.3 exercise any of the powers of leasing or agreeing to lease vested in or conferred on mortgagors by common law or by statute or accept the surrender of any lease, underlease or tenancy or agree to do any of the foregoing; and
 - 2.4 part with or share possession or occupation of the Property or any part of it or grant any tenancy or licence to occupy the Property or agree to do any of the foregoing.

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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. 03905160

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 16th NOVEMBER 2001 AND CREATED BY RIVERLAND DEVELOPMENTS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO LAING CONSTRUCTION HOLDINGS LIMITED UNDER THE SUPPLEMENTAL CONSTRUCTION AGREEMENT OF EVEN DATE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 6th DECEMBER 2001.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 11th DECEMBER 2001.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

[Handwritten signature]