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COMPANIES FORM NO. 395

343555/13

395

Particulars of a mortgage or charge

A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge.

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

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Company number

04655461

Name of company

* Aspinall's (Newcastle) Limited (the "Company")

Date of creation of the charge

21 June 2007

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

Legal Charge

Amount secured by the mortgage or charge

All the Company's liabilities to National Westminster Bank Plc (the "Bank") of any kind and in any currency (whether present or future actual or contingent and whether incurred alone or jointly with another) including banking charges, commission, interest, costs and expenses

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

National Westminster Bank Plc

135 Bishopsgate

London

Postcode

EC2M 3UR

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

Mayer, Brown, Rowe & Maw LLP
11 Pilgrm Street
London EC4V 6RW

Time critical reference

For official Use
Mortgage Section

Post room

MONDAY



LD6

L4C4LR3K

09/07/2007

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COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

See schedule

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)

Nil

A fee of £13 is
payable to
Companies House
in respect of each
register entry for a
mortgage or
charge
(See Note 5)

Signed  Date 9 July 2007

On behalf of mortgagee/chargee

20351

Notes

†delete as
appropriate

- 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, DX 33050 Cardiff

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Schedule to form M395

Short particulars of the property mortgaged or charged

1 By way of legal mortgage:-

The leasehold property known as Units B1, G1, F1, F2 and F9 The Gate, Newcastle-upon-Tyne and registered with Land Registry title number TY452826 (the "**Property**") all covenants and rights affecting or concerning the Property and any share from time to time held by the Company in any landlord or management company of the Property.

2 By way of fixed charge:-

2.1 All the fixtures and fittings of the Company from time to time attached to the Property

2.2 All the plant and machinery vehicles and computer equipment of the Company now and in the future at the Property not regularly disposed of in the ordinary course of business and all associated warranties and maintenance contracts

2.3 The furniture furnishings equipment tools and other chattels of the Company present and future at the Property and not regularly disposed of in the ordinary course of business

2.4 The present and future goodwill of any business carried on at the Property by or on behalf of the Company the 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 assets referred to above.

Note:- The Legal Charge contains covenants by the Company with the Bank not without the Bank's prior written consent or otherwise as expressly permitted by any Finance Document (as defined in the Legal Charge) to:

- (a) create or permit to arise any mortgage charge or lien on the charged property, nor to dispose of the charged property;
- (b) grant or accept a surrender of any lease or licence or part with or share possession or occupation of the Property.

The Legal Charge also contains a covenant by the Company that it will at the company's own cost at the Bank's request execute any deed or document and take any action required by the Bank to perfect the security or further to secure the Company's obligations on the Property the Charged Assets (as defined in the Legal Charge) and the Goodwill (as defined in the Legal Charge)

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No 04655461

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 21st JUNE 2007 AND CREATED BY ASPINALL'S (NEWCASTLE) LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO NATIONAL WESTMINSTER BANK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 9th JULY 2007

GIVEN AT COMPANIES HOUSE, CARDIFF THE 17th JULY 2007

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THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —