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*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



4941077

Name of company

* COTSWOLDGATE FARINGDON LIMITED ("THE COMPANY")

Date of creation of the charge

12 DECEMBER 2003

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

Debenture ("the Debenture")

Amount secured by the mortgage or charge

all or any monies and liabilities which will for the time being (and whether on or at any time after demand) be due, owing or incurred in whatsoever manner to the Mortgagee (as defined below) by the Company or any other company in the same group as the Company (such group consisting of the Company, its holding company, its subsidiaries and any subsidiaries of its holding company ("the Group")), whether actually or contingently, solely or jointly and whether as principal or surety and whether or not the Mortgagee shall have been an original party to the relevant transaction, and including interest, discount, commission and other lawful charges or expenses which the Mortgagee may in the course of its business charge or incur in respect of any of those matters or for keeping the Company's account, and so that interest shall be computed and compounded according to the usual rates and practice of the Mortgagee as well after as before any demand made or decree obtained under the Debenture

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

Aurelian Property Finance Limited ("the Mortgagee")
Kenneth Pollard House
5-19 Cambridge Road East

Postcode CF11 9AB

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

Halliwell Landau
St James's Court,
Brown Street,
Manchester

SZM-395-AURE-DEB-FARIN

Time critical reference

For official Use
Mortgage Section

NOT
PART
19/12/03



PMO
COMPANIES HOUSE
A56
COMPANIES HOUSE
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0727
19/12/03

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1. By way of legal mortgage all the freehold and leasehold property (including the property described in the schedule to the Debenture) now vested in it whether or not the title to the property is registered at HM Land Registry together with all present and future buildings, fixtures (including trade and tenant's fixtures), plant and machinery which are at any time on the property;

2. By way of fixed charge:-

2.1 all future freehold and leasehold property belonging to the Company together with all buildings, fixtures (including trade and tenant's fixtures), plant and machinery which are any time on the property;

2.2 all present and future interest of the Company in or over land or the proceeds of sale of it and all present and future licences of the company to enter upon or use land and the benefit of all other agreements relating to land to which it is or may become party or

Particulars as to commission allowance or discount (note 3)

None.

Signed

Date 18 DECEMBER 2003

On behalf of [company] [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

otherwise entitled and all fixtures (including trade and tenant's fixtures), plant and machinery which are at any time on the property charged under the Debenture;

2.3 all the Company's goodwill and uncalled capital for the time being;

2.4 all present and future stocks, shares and other securities owned (at law or in equity) by the Company and all rights and interests accruing or offered at any time in relation to them, all rights and interests in and claims under all policies of insurance and assurance held or to be held by or insuring to the benefit of the Company and the benefit of all rights and claims to which the Company is now or may be entitled under any contracts;

2.5 all patents, patent applications, trade marks, trade mark applications, trading names, brand names, service marks, copyrights, rights in the nature of copyright, moral rights, inventions, design rights, registered designs, all trade secrets and know-how, computer rights programmes, systems, tapes, disks, software, all applications for registration of any of them and other intellectual property rights held or to be held by the Company or in which it may have an interest and the benefit of all present and future agreements relating to the use of or licensing or exploitation of any such rights (owned by the Company or others) and all present and future fees, royalties or similar income derived from or incidental to any of the foregoing in any part of the world;

2.6 all present and future book and other debts and monetary claims of the Company whether payable now or in the future and the benefit of all present and future rights and claims of the Company against third parties relating to them and capable of being satisfied by the payment of money (save as charged under paragraph 2.4 above);

2.7 all present and future plant and machinery not otherwise charged under this paragraph 2 and all other present and future chattels of the Company (excluding any of the same for the time being forming part of the Company's stock in trade or work in progress); and

2.8 all present and future bank accounts, cash at bank and credit balances of the Company with any bank or other person whatsoever and all rights relating or attaching to them (including the right to interest);

3. By way of floating charge all the assets of the Company, being the whole of the property (including uncalled capital) which is or may from time to time comprised in the property and undertaking of the Company ("the Assets") not effectively otherwise charged by the above, including (without limitation) any immovable property of the Company in Scotland and any Assets in Scotland falling within any of the types mentioned in paragraph 2 above but so that the Company is prohibited from creating any fixed security or mortgage or any other floating charge over the Assets having priority over or ranking *pari passu* with the floating charge detailed in this paragraph 3 (otherwise than in favour of the Mortgagee or The Governor and Company of the Bank of Scotland ("BoS")) and the Company will have no power without the consent of the Mortgagee or BoS to part with or dispose of any part of those Assets except by way of sale in the ordinary course of its business.

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Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)

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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. 04941077

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 12th DECEMBER 2003 AND CREATED BY COTSWOLDGATE FARINGDON LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE GROUP TO AURELIAN PROPERTY FINANCE LIMITED ON ANY ACCOUNT WHATSOEVER UNDER THE TERMS OF THE AFOREMENTIONED INSTRUMENT CREATING OR EVIDENCING THE CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 19th DECEMBER 2003.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 8th JANUARY 2004.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —