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CHFP041

COMPANIES FORM No. 395

006688/20

395

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

A fee of £10 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

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

For official use Company number

3

4960819

From stem

Name of company

* Winwick Limited

Date of creation of the charge

16 April 2004

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

Legal Charge

Amount secured by the mortgage or charge

All monies and liabilities which now are or may at any time or times hereafter be due owing or incurred by the Company and Modus (Winwick) Limited (together "the Mortgagor") to the Lender or for or in respect of which the Mortgagor may be liable to the Lender on any account whatsoever and whether actually or contingently and whether as principal or surety and whether alone or jointly with any other party or parties and interest to the date of repayment (chargeable and payable in such manner and at such rate as has been specifically agreed in a facility letter dated 5 April 2004) as well after as before any demand made or judgement obtained or the liquidation or administration of the Mortgagor commission banking legal and other costs charges and expenses of the Lender or any receiver and also all losses and damages that may be sustained suffered or incurred by the Lender arising out of or in connection with any act matter or thing done or omitted to be done by the Mortgagor under the security or any document arrangement or agreement between the Mortgagor

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

Ahli United Bank (UK) Plc of 7 Baker Street, London

Postcode W1U 8EG

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

Hogan & Hartson LLP
One Angel Court
London EC2R 7HJ

CDB/21705-0004

Time critical reference

For official use
Mortgage section

Post room



LD3
COMPANIES HOUSE

0242
06/05/04

Short particulars of all the property mortgaged or charged

1. By way of legal mortgage:-

ALL THAT the freehold land and premises situate adjacent to Winwick Street, Tanners Lane and Foundry Street, Warrington as registered at HM Land Registry with Title Absolute under title numbers CH296117, CH245449, LA211447, LA210330, LA139982, CH346566, CH430334, CH280222, CH445993, LA135553, LA209224, LA248170, LA180022, CH380425, CH419148, CH409621, LA183726, CH178919, CH444197, CH445526.

TOGETHER WITH all rights powers easements and liberties attached or appurtenant to the said property and including also all buildings erected thereon

AND TOGETHER ALSO WITH all fixtures fittings plant machinery apparatus goods and materials (not being personal chattels within the Bills of Sales Act 1878-1882) now or subsequently affixed to or placed upon the said property and being the property of the Mortgagor but excluding tenants fixtures and fittings.

Please do not write in this margin

Please complete legibly, preferably in black type or bold block lettering

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

Particulars as to commission allowance or discount (note 3)

Nil

Signed

Date 30 April 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 CF4 3UZ.

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Particulars of a mortgage or charge (continued)

Continuation sheet No 1
to Forms Nos 395 and 410 (Scot)

Company number

4964819

Please complete
legibly, preferably
in black type, or
bold block lettering

Name of company

Winwick Limited

~~limited~~*

*Delete if
inappropriate

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

Amount due or owing on the mortgage or charge (continued)

and the Lender or any disclaimer of any of the Mortgagor's contracts agreements or arrangements or any of the Mortgagor's liabilities or obligations to the Lender and also interest on the foregoing to the date of payment.

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

Please do not write Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)
in this margin

Please complete
legibly, preferably in
black type, or bold
block lettering

Short particulars of all the property mortgaged or charged (continued)

Please do not
write in this
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Please complete
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bold block
lettering.

2. By way of security assignment:-

All the Mortgagor's right title and interest in all the rental or licence fee income now or at any future time received or recoverable by the Mortgagor from each tenant or licensee of the aforementioned property or

any part thereof including (but without limitation) all payments in respect of services and insurance contributions receivable by the Mortgagor and value added tax and any other income in respect of the said property whatsoever.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 04969819

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 16th APRIL 2004 AND CREATED BY WINWICK LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY AND MODUS (WINWICK) LTD TO AHLI UNITED BANK (UK) PLC 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 6th MAY 2004.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 10th MAY 2004.

Handwritten signature



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES