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COMPANIES FORM No. 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.

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number

Name of company

* MORPHEUS CONSTRUCTION LIMITED

Date of creation of the charge

16 February 2006

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

Legal Charge

Amount secured by the mortgage or charge

All or any monies, obligations and liabilities whether certain or contingent, present or future which are now or may at any time hereafter be or become payable due or owing to the Bank by the Company whether solely or jointly and whether as principal or surety or in respect of which the Company may otherwise be or become liable to the Bank on any account whatsoever including (without prejudice to the generality of the foregoing) the principal amount of all loans or advances made or to be made to or for the accommodation or at the request of the Company any sums which may become due and payable under any agreement between the Bank and the Company or in consequence thereof all fees, commission, discount and other charges and all expenses (including legal, surveyors, valuers and other costs on a full indemnity basis) incurred by the Bank in relation to the Indebtedness or any guarantee or security now or hereafter held for the Indebtedness or in enforcing payment whether against the Company or others together with interest to the date of repayment (as well after as before any judgment) at such rate or rates as may from time to time be stipulated by the Bank to the Company

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

Close Brothers Limited
10 Crown Place
London

Postcode EC2A 4FT

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

Mundays Solicitors
Cedar House, 78 Portsmouth
Road, Cobham, Surrey, KT11
1AN

SMS/C12903/405

Time critical reference

For official Use (02/00)
Mortgage Section

Post room



A09
COMPANIES HOUSE

REP75DDF

748
02/03/2006

Short particulars of all the property mortgaged or charged

All that freehold land known as Aorangi 6 Linton Lane Bromyard
Herefordshire HR7 4DQ including all fixtures fittings plant and machinery
thereon.

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)

Signed

Date 28 February 2006

On behalf of ~~XXXXXX~~ [mortgagee/~~XXXXXX~~† Munday

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

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 A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge. Cheques and Postal Orders must be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is: Companies House, Crown Way, Cardiff CF14 3UZ

† delete as
appropriate

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 05025545

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 16th FEBRUARY 2006 AND CREATED BY MORPHEUS CONSTRUCTION LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO CLOSE BROTHERS 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 2nd MARCH 2006.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 6th MARCH 2006.

P. Lee



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES