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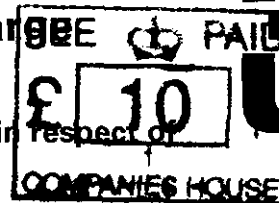
CHFP041

Please do not
write in
this marginPlease 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

Pursuant to section 395 of the Companies Act 1985

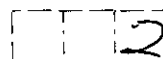
A fee of £10 is payable to Companies House in respect of
each register entry for a mortgage or charge.

395

117353/30

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

For official use Company number



5112997

Name of company

* HLW 229 LIMITED

Date of creation of the charge

3 September 2004

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

05
Debenture

Amount secured by the mortgage or charge

07
All monies whether principal interest or otherwise which now are or at any time may become due
or owing to the Chargee by the Company pursuant to a Loan Agreement dated 3 September 2004
either alone or jointly with any other person.

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

T
SOUTH YORKSHIRE INVESTMENT DEVELOPMENT FUND a limited partnership
registered with number LP007946 whose registered office is at Reresby House, Bow Bridge Close
Rotherham, South Yorkshire

Postcode S60 1BY

Presentor's name, address and
reference (if any):(2)
Keeble Hawson
Old Cathedral Vicarage
St James' Row S1 1XA
DX 10527 Sheffield 1For offi:
MortgageA17
COMPANIES HOUSE0742
10/09/04

Time critical reference

Short particulars of all the property mortgaged or charged

- (a) Legal mortgage over all freehold and leasehold property of the Company together with all buildings, fixtures, fixed plant and machinery thereon
- (b) Fixed equitable charge over all future freehold and leasehold property of the Company together with all buildings, fixtures, fixed plant and machinery thereon
- (c) Fixed charge over all moveable plant machinery machines apparatus and motor vehicles now or in the future owned by the Company together with all spare parts tools and additional equipment
- (d) The Company declares itself to be trustee for the Chargee of the benefit of any hire purchase or other contract conferring an interest in property on the Company in respect of any item referred to at paragraph (c) above
- (e) Fixed charge over book debts
- (f) Fixed charge over goodwill, connection in trade, intellectual property rights and uncalled capital
- (g) Floating charge over all the undertaking assets and rights of the Company present and future

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)

n/a

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

Signed Keeble Hawson Keeble Hawson solicitors Date 9 September 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.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 05112997

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 3rd SEPTEMBER 2004 AND CREATED BY HLW 229 LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO SOUTH YORKSHIRE INVESTMENT DEVELOPMENT FUND 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 10th SEPTEMBER 2004.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 15th SEPTEMBER 2004 .



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

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