

M**Particulars of a mortgage or charge**

Pursuant to section 395 of the Companies Act 1985

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legibly, preferably
in black type or
bold block lettering

To the Registrar of Companies

For Official Use

Company Number

2		
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05154437

Name of company

*Insert full name of
companyCity Lofts (Springfield Mill) Limited ("**Borrower**")

Date of creation of the charge

9 December 2004

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

Legal charge dated 9 December 2004 ("Legal Charge") made between (1) the Borrower and (2) The Governor and Company of the Bank of Scotland ("Bank")

Amount secured by the mortgage or charge

All moneys and liabilities (actual or contingent) for the time being due owing or incurred by the Borrower to the Bank on any account and in any manner whatsoever

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

Bank of Scotland, Corporate Banking
PO Box 39900, Level 7, Bishopsgate Exchange
155 Bishopsgate
London EC2M 3YB

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

DLA
Princes Exchange
Princes Square
Leeds LS1 4BY

Ref: LAP/5831/120240

Time critical reference
LAP

For Official Use
Mortgage section

Post Room



A40
COMPANIES HOUSE

0582
21/12/04

The Borrower with full title guarantee charges as security for the Debt (as defined below):

1. by way of legal mortgage the Property (as defined below)
2. by way of fixed charge all buildings and other structures on, and items fixed to, the Property
3. by way of fixed charge any goodwill relating to the Property or the business or undertaking conducted at the Property
4. by way of fixed charge all plant, machinery and other items affixed to and forming part of the Property on or at any time after the date of the Legal Charge
5. by way of assignment the Rental Sums (as defined below) together with the benefit of all rights and remedies of the Borrower relating to them to hold to the Bank absolutely subject to redemption upon repayment of the Debt
6. by way of fixed charge the proceeds of any claim made under any insurance policy relating to any of the property charged under the Legal Charge

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

Particulars as to commission allowance or discount (note 3)

nil

Signed DLK
On behalf of [mortgagee/chargee]

Date 20/12/2004

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, e.g. "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.

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**Particulars of a mortgage or charge
(continued)**

Continuation Sheet No 1
to Form No 395 and 410 (Scot)

Please complete
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bold block lettering

Company Number

05154437

Name of company

*Insert full name of
company

City Lofts (Springfield Mill) Limited ("**Borrower**")

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

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

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or bold block
lettering

7. by way of floating charge all unattached plant, machinery, chattels and goods now or at any time after the date of the Legal Charge on or in or used in connection with the Property or the business or undertaking conducted at the Property

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NOTE 1

The Borrower agrees with the Bank:

1. Not to create or attempt to create or allow to be created or to exist (whether by a specific agreement imposed by rule of law or Act of Parliament) any charge or lien of any kind over the Property without the prior written consent of the Bank
2. Not to sell, transfer, lease or otherwise dispose of all or any of the Property, or agree to do so, whether at law or in equity, without the prior written consent of the Bank

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

NOTE 2

The Bank may appoint a receiver in respect of the Borrower

DEFINITIONS

"Debt" means all sums of money owed and all liabilities or obligations to be carried out to the Bank at any time and from time to time by a Debtor (as defined below) whether:

- i) they arise before or after the Bank has demanded that they are repaid or carried out
- ii) they are owed or to be carried out immediately or only after a stated event has occurred
- iii) the Debtor owes or is to carry them out on his own or jointly with any other persons
- iv) the Debtor owes or is to carry them out on his own account or as guarantor for other persons together with Interest upon them and expenses relating to them

"Debtor" means any and every person (whether the Borrower or Owner or either of them) who has agreed to repay a Debt to the Bank

"Property" means the freehold land known as Springfield Mills, Bridge Street, Sandiacre, Nottingham registered at the Land Registry with title number DY336842

"Rental Sums" means all rents, profits, income, fees and other sums at any time payable by any lessees, underlessees, tenants or licencees of the Property to the Borrower pursuant to the terms of any agreements for lease, leases, underleases, tenancies or licences to which all or any part of the Property is subject but not any sums payable in respect of services provided to such lessees, underlessees, tenants or licencees or payable in respect of insurance premiums or reasonable professional fees or expenses

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CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 05154437

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 9th DECEMBER 2004 AND CREATED BY CITY LOFTS (SPRINGFIELD MILL) LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 21st DECEMBER 2004.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 24th DECEMBER 2004.

A large, stylized handwritten signature in the bottom left corner of the page.



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES