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CHFP025

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****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

[] [] [] [] [] [] [] []

5494683

Name of company

* Charles Topham Investments and Developments Limited

Date of creation of the charge

29 June 2007

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

Legal Charge ("the Charge")

Amount secured by the mortgage or charge

The Customer covenants with the Bank to pay or discharge to the Bank on
demand the Customer's Indebtedness

(All definitions are given at Addendum 2 of this form 395)

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

The CO-OPERATIVE BANK plc ("the Bank") PO BOX 1AN, 53-57 Blandford Square
Newcastle upon Tyne

Postcode NE99 1AN

Presentor's name address and
reference (if any)Dickinson Dees LLP
St Ann's Wharf
112 Quayside
Newcastle upon Tyne
NE99 1SB

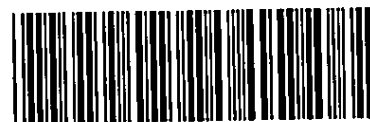
SC/CHA/244/17

Time critical reference

For official Use (06/2005)
Mortgage Section

Post room

THURSDAY



A841RQZ3

A41

05/07/2007

476

COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

1 By way of legal charge (to the full extent of the Customer's Interest in the Property or its proceeds of sale) with Full Title Guarantee all legal interests (and of otherwise by way of specific equitable charge) the Property as a continuing security for the payment or discharge on demand of the Customer's Indebtedness

2 By way of floating charge (to the full extent of the Customer's Interest therein) with Full Title Guarantee (as a continuing security for the payment or discharge of the Customer's Indebtedness) the Equipment

3 By way of assignment (to the full extent of the Customer's Interest) with Full Title Guarantee with a continuing security for the payment or discharge of the Customer's Indebtedness of

3 1 the goodwill of the business carried on at the property

3 2 the benefit of all Licences or Certificates

3 3 the right to recover and receive any compensation payable in respect of all Licences or Certificates

continued at addendum 4

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

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Particulars as to commission allowance or discount (note 3)

Nil

Signed Diene Doe LP Date 4 July 2007

On behalf of ~~XXXXXXXXXXXXXX~~ [chargee] †

A fee 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 situated 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**.

Name of company

*insert full name
of Company

* Charles Topham Investments and Developments Limited

Addendum 1/4

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

Addendum 2/4

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

In this Form 395 the following words and expressions have the following meanings:

"Customer Indebtedness" means all or any monies, obligations and liabilities, costs interest, discount, commission and other lawful charges and expenses which shall for the time being be due, owing or incurred in whatsoever manner to the Bank by the Customer

"Equipment" means all unfixed plant and machinery and other chattels and equipment now or in the future in or about the Property, and includes any part or part thereof.

"Licence or Certificate" means (a) the premises licence(s), personal licence(s) and/or club premises certificate(s) relating to the Property and/or its management or operation under the Licensing Act 2003 and the Justices Licence or Regeneration Certificate (if any) relating to the Property prior to conversion under the Licensing Act 2003 and repeal of Licensing Act 1964 and (b) other licenses and certificates (if any) necessary or desirable to carry on at or from the Property the business or undertaking of the Customer

"Rental Sums" means all rents, profits, income, fees and other sums at any time payable by any lessees, underlessees, tenants or licensees of the Property to the Customer except any sums payable in respect of services or insurance provided by the Customer in relation to such property

"Property" ^{Bolton} land to the rear of Springfield Court, Summerfield Road, more particularly described in a transfer dated 29 June 2007 and made between (1) Network Rail Infrastructure Limited (2) Charles Topham Investments and Developments Limited.

Addendum 3/4

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

Addendum 4/4

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

3.4 the rental Sums together with the benefit of all rights and remedies of the Customer relating to them, subject to re-assignment on redemption,

3.5 the personal agreements and covenants by the tenants' lessees, or licensees of the Property and by all guarantees and all security held by the Customer in respect of the obligations of such tenants, lessors or licensees (including, without limiting the generality of the foregoing, all monies due and owing to the Customer or which may become due and owing to the customer at any time in the future in connection therewith), and

3.6 all agreements now or from time to time entered into or to be entered into for sale, letting or other disposal or realisation of the whole or any part of the Property

Company number

5494683

Name of company

*insert full name
of Company

* Charles Topham Investments and Developments Limited

(including, without limiting the generality of the foregoing, all monies due and owing to the customer or which may become due and owing to the Customer at any time in the future in connection therewith)

NB The Charge prohibits the creation of any other mortgage or charge on the Property without the Bank's prior consent in writing

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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 05494683

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 29th JUNE 2007 AND CREATED BY CHARLES TOPHAM INVESTMENTS AND DEVELOPMENTS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE CO-OPERATIVE BANK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 5th JULY 2007

GIVEN AT COMPANIES HOUSE, CARDIFF THE 10th JULY 2007



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

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