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COMPANIES FORM No. 395

607886/13

395

Particulars of a mortgage or charge

CHFP021

A fee of £10 (£13 for forms delivered on or after 1 February 2005) is payable to Companies House in respect of each register entry for a mortgage or charge.

Please do not
write in
this margin

Pursuant to section 395 of the Companies Act 1985

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

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

For official use

Company number

| | | |
|--|--|---|
| | | 8 |
|--|--|---|

05494683

Name of company

* insert full name
of Company

* CHARLES TOPHAM INVESTMENTS & DEVELOPMENTS LIMITED ("the Company")

Date of creation of the charge

21 April 2008

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

Legal Charge ("the Charge") made between (1) the Company and (2) The Cooperative Bank Plc ("the Bank")

Amount secured by the mortgage or charge

All or any monies obligations and liabilities due owing or incurred in whatsoever manner to the Bank by the Company whether actually or contingently and whether solely or jointly with any other person and whether as principal or surety and whether or not the Bank shall have been an original party to the relevant transaction and including interest discount commission or other lawful charges and expenses which the Bank may in the course of its business charge in respect of any of those matters or for keeping the Company's account(s) and including the Costs (as defined below)

"the Costs" referred to above are all costs charges and expenses incurred under the Charge by the Bank or any receiver and all other monies paid by the Bank or any receiver in connection with the Charge or the Property (or any of the other charged assets, plus interest, and including all monies expended or incurred by or charged to the Bank or any receiver under clause 6 of the Charge and all costs incurred by or charged to the Bank (on a full indemnity basis) taking perfecting enforcing or exercising (or attempting to perfect enforce or exercise) any power under the Charge

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

The Cooperative Bank Plc, PO Box 1AN, 53-57 Blandford Square, Newcastle upon Tyne

Postcode NE99 1AN

Presentor's name address and
reference (if any)

nexus solicitors
Carlton House, 16-18 Albert Sq,
Manchester, M2 5PE
(Ref LMD CHA40-1)

Time critical reference

For official Use (02/00)
Mortgage Section

Post room

FRIDAY



AQEZ8Z6Q

A13

25/04/2008

426

COMPANIES HOUSE

(All on continuation sheet)

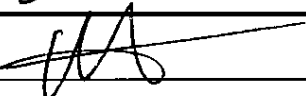
Please do not
write in
this margin

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

Particulars as to commission allowance or discount (note 3)

NONE

Signed



Date 23 April 2008

On behalf of [company] [mortgagee/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 £10 (£13 for forms delivered on or after 1 February 2005) is payable to Companies House in respect of each register entry for a mortgage or charge. 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 CF14 3UZ Page 2

Please do not
write in this
binding margin

Particulars of a mortgage or charge (continued)

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

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

Company number

05494683

Name of company

* delete if
inappropriate

CHARLES TOPHAM INVESTMENTS & DEVELOPMENTS LIMITED ("the Company")
Limited *

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

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

Please do not
write in this
binding margin

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

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

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

By way of legal mortgage all legal interest (and otherwise by way of specific equitable charge) the freehold property known as German Warehouse, 9 Radium Street and 109/111 George Leigh Street, Manchester registered at HM Land Registry with title absolute under title numbers MAN111387 and GM700376 ("the Property").

The Company assigns to the Bank the goodwill of the business carried on at or from the Property, the benefit of all Licenses or Certificates (as defined in the Charge) and the right to recover and receive any compensation payable in respect of all licences or certificates.

The Company assigns to the Bank all rents profits income fees and other sums at any time payable by any lessees underlessees tenants or licensees of the Property to the Company except any sums payable in respect of services or insurance provided by the Company in relation to the Property, together with the benefit of all rights and remedies of the Company relating to them.

The Company assigns to the Bank all of its rights title and interest in and to

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

(b) all agreements now or from time to time entered into or to be entered into for the sale letting or the disposal or realisation of the whole or any part of the Property (including without limiting the generality of the foregoing all monies due and owing to the Company or which may become due and owing to the Company at any time in the future in connection therewith).

The Company covenants with the Bank not without the Bank's prior written consent to.

(a) grant or accept (or contract to do so) a surrender of any lease licence to occupy or franchise relating to the Property or agree a variation of the terms of any lease or part with or share occupation of the Property,

(b) creat or purport to create any other mortgage charge or lien on the Property or any other charged assets,

(c) to sell or dispose of the Property (or any part of it) or contract to do so,

(d) sever or dispose of any fixed plant and machinery and other fixtures now or in the future in or about the Property save in the ordinary course of repair or replacement



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. 5494683
CHARGE NO. 8**

**THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A LEGAL CHARGE DATED 21 APRIL
2008 AND CREATED BY CHARLES TOPHAM INVESTMENTS
AND DEVELOPMENTS LIMITED FOR SECURING ALL MONIES
DUE OR TO BECOME DUE FROM THE COMPANY TO CO-
OPERATIVE BANK PLC ON ANY ACCOUNT WHATSOEVER WAS
REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE
COMPANIES ACT 1985 ON THE 25 APRIL 2008**

GIVEN AT COMPANIES HOUSE, CARDIFF THE 6 MAY 2008



Companies House
— for the record —



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**