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Please 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

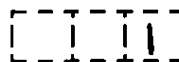
A fee of £13 is payable to Companies House in respect
of each register entry for a mortgage or charge.

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number



05726995

Name of company

* St Modwen Developments (Holderness) Limited ("Mortgagor")

Date of creation of the charge

6 March 2008

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

Legal Charge ("Legal Charge")

Amount secured by the mortgage or charge

See Schedule 1

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

Barclays Bank Plc, UK Banking Service Centre, PO Box No 299, Birmingham

Postcode B1 3PF

Presenter's name address and
reference (if any)

DLA Piper UK LLP
Victoria Square House
Victoria Square
Birmingham
B2 4DL

86677/120862/18154201

Time critical reference

For official Use (06/2005)
Mortgage Section

SATURDAY



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08/03/2008

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COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

See Schedules 2 and 3

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

Particulars as to commission allowance or discount (note 3)

N/A

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

Signed

DLA PIPEL UK LLP

Date

07/03/2008

On behalf of ~~XXXXXXXX~~ [mortgagee/chargee] † DLA Piper UK LLP

† 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 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

SCHEDULE 1 TO M395

Amount secured by the mortgage of charge

The Mortgagor covenants with the Bank that the Mortgagor will on demand in writing made to the Mortgagor pay or discharge to the Bank all moneys and liabilities which are at any time (and whether on or at any time after such demand) be due and payable to the Bank by St Modwen Properties plc (the "**Principal Debtor**") whether actually or contingently and whether solely or jointly with any other person and whether as principal or surety 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 the matters aforesaid or for keeping its respective accounts and so that interest shall be computed and compounded according to the usual mode of the Bank as well after as before any demand made or judgment obtained hereunder and on such demand the Principal Debtor or (as the case may be) the Mortgagor will retire all bills or notes which may for the time being be under discount with the Bank and to which he is a party whether as drawer acceptor maker or indorser without any deduction whatsoever

SCHEDULE 2 TO M395

Short particulars of the property mortgaged or charged

The Mortgagor with full title guarantee charges by way of legal mortgage the Mortgaged Property (as set out in Schedule 3 hereof) with the payment or discharge of all moneys and liabilities covenanted to be paid or discharged by the Mortgagor but the covenants by the Mortgagor implied by the section 28(1) of the Land Registration Act 1925 are not to be implied

SCHEDULE 3 TO M395

The Mortgaged Property

Property	Title Number
Freehold land being land and buildings on the east side of Holderness Road, Kingston upon Hull	HS223197
Leasehold land being land on the south east side of Holderness Road, Kingston upon Hull	HS199080



**CERTIFICATE OF THE REGISTRATION
OF A MORTGAGE OR CHARGE**

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

COMPANY NO. 5726995
CHARGE NO. 1

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A LEGAL CHARGE DATED 6 MARCH
2008 AND CREATED BY ST. MODWEN DEVELOPMENTS
(HOLDERNESS) LIMITED FOR SECURING ALL MONIES DUE OR
TO BECOME DUE FROM THE COMPANY AND THE PRINCIPAL
DEBTOR TO BARCLAYS BANK PLC ON ANY ACCOUNT
WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1
PART XII OF THE COMPANIES ACT 1985 ON THE 8 MARCH 2008

GIVEN AT COMPANIES HOUSE, CARDIFF THE 15 MARCH 2008



Companies House
— for the record —

P. well



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES