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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

[S][I][I][I]

05735493

Name of company

* Barry Howard Homes (HB) Limited (the "Borrower")

Date of creation of the charge

31 August 2007

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

Legal Charge between (1) the Borrower and (2) the Lender (as trustee for
itself and G&C Property Development Consultancy Limited) (the "Legal
Charge")

Amount secured by the mortgage or charge

All the Borrower's liabilities to the Lender of any kind and in any
currency (whether present or future actual or contingent and whether
incurred alone or jointly with another) together with the Lender's charges
and commission Interest and Expenses (the "Borrower's Obligations")

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

G&C Finance plc whose registered office is at 15 Hockley Court, Stratford
Road, Hockley Heath, Solihull (the "Lender")

Postcode B94 6NW

Presentor's name address and
reference (if any)

James Crellin
Eversheds LLP
115 Colmore Row
Birmingham
B3 3AL

CRELLIJ/147066

Time critical reference

For official Use (06/2005)

Mortgage Section

Post room



A06 07/09/2007 471
COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

See attached schedule

Note - The attached schedule contains details of restrictions on the Borrower that protect and further define the charges created by the Legal Charge and which must be read as part of the charges created by the Legal Charge

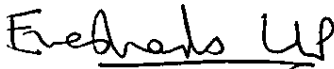
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Please complete legibly, preferably in black type, or bold block lettering

Particulars as to commission allowance or discount (note 3)

Nil

Signed



Date 4 Sept 2007

On behalf of ~~XXXXXXXX~~ [mortgagee/chargee] † G&C Finance plc

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 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**

CONTINUATION OF FORM 395

Company: Barry Howard Homes (HB) Limited

Company number: 05735493

SCHEDULE

PART 1

SHORT PARTICULARS OF ALL THE PROPERTY MORTGAGED OR CHARGED

1. CHARGE

Pursuant to clause 2 of the Legal Charge the Borrower covenanted to discharge on demand the Borrower's Obligations and as a continuing security for such discharge and with full title guarantee charged to the Lender -

1.1 By way of legal mortgage of all legal interests and otherwise by way of fixed charge the Property (to the full extent of the Borrower's interest in the Property or its proceeds of sale)

1.2 By way of fixed charge:-

1.2.1 All the fixtures and fittings of the Borrower from time to time attached to the Property

1.2.2 All the plant and machinery vehicles and computer equipment of the Borrower present and future at the Property not regularly disposed of in the ordinary course of business and all associated warranties and maintenance contracts.

1 2.3 All furniture furnishings equipment tools and other chattels of the Borrower at the date of the Legal Charge and in the future at the Property and not regularly disposed of in the ordinary course of business.

1.3 By way of fixed charge all rents receivable from any lease granted out of the Property and the proceeds of any insurance from time to time affecting the Property or the Charged Assets.

2 INSURANCE

Pursuant to clause 3.3 of the Legal Charge the Borrower will hold in trust for the Lender all money received under any insurance of the Property or the Charged Assets and at the Lender's option will apply the same in making good the relevant loss or damage or in or towards discharge of the Borrower's Obligations

3. RESTRICTIONS ON CHARGING LEASING DISPOSING AND PARTING WITH POSSESSION

3.1 Pursuant to clause 4 1 of the Legal Charge the Borrower will not without the Lender's prior written consent:-

3.1.1 Create or permit to arise any mortgage charge or lien on the Property the Charged Assets.

- 3 1 2 Grant or accept a surrender of any lease or licence of the Property the Charged Assets.
- 3 1.3 Dispose or agree to dispose of or part with or share possession or occupation of the Property the Charged Assets.

PART 2

DEFINITIONS

In this form 395 and this schedule the following terms have the specified meanings

"Charged Assets"	means the assets described in paragraph 1.2 above
"Expenses"	means all expenses (on a full indemnity basis) incurred by the Lender or any Receiver at any time in connection with the Property the Charged Assets or the Borrower's Obligations or in taking or perfecting the Legal Charge or in preserving defending or enforcing the security created by the Legal Charge or in exercising any power under the Legal Charge or otherwise with Interest from the date they are incurred
"Interest"	means interest at the rate(s) charged to the Borrower by the Lender from time to time
"Property"	<div>Description The land <u>known as land at Bosworth House, Berridges Lane, Husbands Bosworth LE17 6LQ,</u> and the land <u>known as Wing House 22 Berridges Lane, Husbands Bosworth LE17 6LQ</u></div> <div>Tenure: <u>Freehold</u></div> <div>Title number: <u>LT368060 & LT368059</u></div>

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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 05735493

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 31st AUGUST 2007 AND CREATED BY BARRY HOWARD HOMES (HB) LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO G&C FINANCE PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 7th SEPTEMBER 2007

GIVEN AT COMPANIES HOUSE, CARDIFF THE 12th SEPTEMBER 2007

A handwritten signature in black ink, appearing to be 'JH' or similar.



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES