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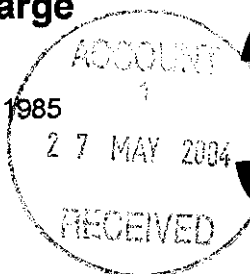
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Please do not
write in
this marginPlease complete
legibly, preferably
in black type, or
bold block lettering* insert full name
of company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985



A/C 004000 31

395

To the Registrar of Companies
(address on page 2 - Note 5)

For official use

Company number

3

255065

Name of company

* W & H ELLIOTTS LIMITED

Date of creation of the charge

19th MAY 2004

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

AN OMNIBUS GUARANTEE AND SET-OFF AGREEMENT
(OGSA) DATED 19/5/04 (THE "AGREEMENT")

Amount secured by the mortgage or charge

All moneys and liabilities then due or which might thereafter become due to Lloyds TSB Bank plc (the "Bank") from either the Company or any one or more of the other parties to the Agreement (other than the Bank) being at the date hereof the following companies:

Bassett Trust Limited (Company Number 257435)
Birstall Land Investments Limited (Company Number 304176)
Borelli Estate Limited (Company Number 507209)
Edradynate Limited (Company Number 354304)
Ellis and Sons (Southern) Property Investments Limited (Company Number 361411)
Ellis & Sons Amalgamated Investments Limited (Company Number 245093)
Ellis & Sons Amalgamated Properties Limited (Company Number 354146)
Ellis & Sons Fourth Amalgamated Properties Limited (Company Number 355729)
Ellis and Sons Third Amalgamated Properties Limited (Company Number 354523)
Ellis Campbell Holdings Limited (Company Number 361424)
Solent Land Investments Limited (Company Number 314423)
W. & H. Elliotts Limited (Company Number 255065)
Ellis Campbell Coxbridge Limited (Company Number 4519081)
Mowmacre Investment and Charter Limited (Company Number 292167)
Ellis Campbell Developments Limited (Company Number 291923)

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

Lloyds TSB Bank plc
25 Gresham Street
London
EC2V 7HN

Postcode

Presentor's name address and
reference (if any): A&I, ISI/56

LLOYDS TSB BANK PLC
BRISTOL SECURITIES CENTRE
WHOLESALE BANKING OPERATIONS

DX 95700

BRISTOL (EASTON ROAD)

Time critical reference

For Official Use

Mortgage Section

Post room

A06
COMPANIES HOUSE0385
27/05/04

Short particulars of all the property mortgaged or charged

Please do not
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this margin

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

Any sum or sums for the time being standing to the credit of any one or more of any present or future accounts of the Companies or any of them with the Bank (including any accounts held in the Bank's name with any designation which includes the name(s) of the Companies or any of them) whether such accounts be denominated in sterling or in a currency or currencies other than sterling.

NOTE: By Clause 14.7 of the Agreement, the Company agreed that it would not (without the prior written consent of the Bank) assign, mortgage, charge or otherwise confer upon any third party any right, title or interest in or to all or any of the accounts for the time being of the Company with the Bank or any sum or sums standing to the credit of any one or more of such accounts, or agree to do any such thing, or allow any such third party right, title or interest to subsist (except in each case in favour of, or upon, the Bank).

Particulars as to commission allowance or discount (note 3)

NIL

Signed

J. Gold

Date

26/5/04

On behalf of [company][mortgagee/chargee]†

† 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 The address of the Registrar of Companies is:-
Companies House, Crown Way, Cardiff CF4 3UZ.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 00255065

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT AN OMNIBUS GUARANTEE AND SET-OFF AGREEMENT DATED THE 19th MAY 2004 AND CREATED BY W. & H. ELLIOTTS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY AND/OR ALL OR ANY OF THE OTHER COMPANIES NAMED THEREIN TO LLOYDS TSB BANK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 27th MAY 2004.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 1st JUNE 2004.

DX car



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES