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COMPANIES FORM No. 395

N/M

Particulars of a mortgage or charge

395

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

CHFP025

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 block lettering

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

For official use

Company number

5111

05134924

Name of company

*insert full name of Company

* CHESTER DEVELOPMENTS (LIMITED) ("Chargor")
LTD.

Date of creation of the charge

20 May 2005

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

Debenture ("Debenture")

Amount secured by the mortgage or charge

All monies and liabilities now or at any time in the future due, occurring or incurred by the Chargor to the Bank on any account, whether actual or contingent and whether as principal or surety, together with all interest, charges, costs and expenses.

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

INVESTEC BANK (UK) LIMITED ("Bank")
2 Gresham Street
London
Postcode EC2V 7QP

Presenter's name address and reference (if any):

Cobbetts Solicitors
Ship Canal House
King Street
Manchester
M2 4WB

CLI/IN197.17 (1851691)

Time critical reference

For official Use (02/00)
Mortgage Section

Post room



A24
COMPANIES HOUSE

0156
27/05/05

Short particulars of all the property mortgaged or charged

With full title guarantee:

1 by way of legal mortgage any freehold or leasehold or other immovable property vested in the Chargor together with all buildings, trade and other fixtures, fixed plant and machinery of the Chargor from time to time thereon and the proceeds of sale thereof;

2 by way of fixed charge:

2.1 all other freehold or leasehold and other immovable property now or in the future belonging or charged to the Chargor together with all buildings, trade and other fixtures, fixed plant and machinery of the Chargor from time to time thereon and the proceeds of sale thereof;

2.2 all plant and machinery, computers, office and other equipment now or in the future belonging to the Chargor and the benefit of any warranties or maintenance contracts for any of the same;

2.3 all book debts and other debts now or in the future due or owing to the Chargor;

(Please see continuation sheet)

Please do not write in this margin

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

Particulars as to commission allowance or discount (note 3)

Nil

Signed

Cobbett

Date 26 May 2005

On behalf of ~~XXXXXX~~ [mortgagee/~~XXXXXX~~ †

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

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

† delete as appropriate

CHFP025

Particulars of a mortgage or charge (continued)

Please do not
write in this
binding margin

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

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

Company Number

05134924

Name of Company

CHESTER DEVELOPMENTS LIMITED ("Chargor")

Limited*

* delete if
inappropriate

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

Please do not
write in this
binding margin

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

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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*

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(Continued)

2.4 all stocks, shares, bonds and other securities now or in the future belonging to the Chargor together with all dividends and other rights deriving therefrom;

2.5 the goodwill of the Chargor and its uncalled capital for the time being;

2.6 the benefit of any licences and all patents, patent applications, inventions, trade marks, service marks, designs, trade names, copyright, knowhow and other intellectual property rights and all fees, royalties and other rights of every kind deriving therefrom now or in the future belonging to the Chargor.

3 by way of floating charge the whole of the Chargor's undertaking and all its property and assets whatsoever and wheresoever present and future other than the property and assets from time to time effectively charged to the Bank by way of legal mortgage or fixed charge by the Debenture.

NOTE: The Debenture contains restrictions on the creation of any mortgage, charge, pledge, lien or other security over the assets of the Chargor. There are further restrictions on the sale, transfer, disposal or any other dealing with the assets charge by the Debenture.

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

FILE COPY



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

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

COMPANY No. 05134924

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 20th MAY 2005 AND CREATED BY CHESTER DEVELOPMENTS LTD FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO INVESTEC BANK (UK) LIMITED ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 27th MAY 2005.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 2nd JUNE 2005.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —