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COMPANIES FORM No. 395

Particulars of a mortgage or charge

223683/26

395

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



05855879

Name of company

* THISTLEWOOD PROPERTIES (FLEETWOOD) LIMITED ("the Company")

Date of creation of the charge

30 March 2007

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

Debenture ("the Debenture")

Amount secured by the mortgage or charge

1. All indebtedness and liabilities of the Company to the Lender on any account whatsoever or howsoever arising and whether present or future, actual or contingent and whether incurred solely, severally or jointly with another and whether as principal or surety including interest and all fees and charges due to the Lender from the Company.
2. All expenses and costs (on a full indemnity basis) incurred by the Lender or any Receiver in connection with the property charged under the Debenture to the Lender, or in connection with the Debenture or in taking, perfecting, enforcing or exercising any power under the Debenture with interest at the rate specified in the facility letter dated 15 March 2007 from the Lender to Thistlewood Properties (Fleetwood) Limited calculated in accordance with the usual practice of the Lender ("Interest") thereon and made from the Lender to the Company from the date they are incurred but without the necessity for any demand being made for Interest to be payable thereof.

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

Anglo Irish Asset Finance Plc trading as Anglo Irish Development Finance ("the Lender") of No 1 Marsden Street, Manchester

Postcode M2 1HW

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

Cobbetts LLP
Ship Canal House
King Street
Manchester
M2 4WB

CLR/BZB/AA756.446 (2592224)

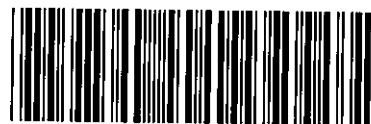
Time critical reference

For official Use (06/2005)

Mortgage Section

Post room

WEDNESDAY



ACWNJOFR

A50

04/04/2007

151

COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

The company, with full title guarantee and as a continuing security, charges to the Lender:-

1. By way of fixed equitable charge all estates or interests in any freehold and leasehold property now and at any time during the continuance of the Debenture belonging to or charged to the Company and all licences now or hereafter held by the Company to enter upon or use land and the benefit of all other agreements relating to land to which the Company is or may become a party or otherwise entitled and all buildings, fixtures (including trade fixtures) and fixed plant and machinery owned by the Company and from time to time on or in any freehold or leasehold property and/or the proceeds of sale thereof.

2. By way of fixed charge all book debts and other monetary debts and claims now and from time to time due or owing to the Company and the benefit of all rights relating thereto including (without prejudice to the generality of the foregoing) credit balances with bankers or other third parties, surplus proceeds of realisation of any security held by any persons other than the Lender and things in action which give rise or may give rise to a debt or debts (but not including any policies of insurance relating to personal accident or permanent health taken out for the purpose of

cont/...

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

Date 3 April 2007

On behalf of ~~XXXXXXXXXXXXXXXXXXXX~~ [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 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

Name of company

*insert full name
of Company

* THISTLEWOOD PROPERTIES (FLEETWOOD) LIMITED ("the Company")

Addendum 1/4

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

Addendum 2/4

2. Amount due or owing on the mortgage or charge (continued)

Addendum 3/4

3. Names, addresses and description of the mortgages or persons entitled to the charge (continued)

Addendum 4/4

4. Short particulars of all the property mortgaged or charged (continued)

benefiting an employee or his or her dependants but only to the extent that the benefit of such policies is actually paid or payable to such employee or his or her dependants), negotiable instruments, legal and equitable charges, reservation of proprietary rights, rights of trading and unpaid vendors' liens and similar and associated rights.

3. By way of fixed charge all stocks, shares and/or other securities ("the Securities") now or at any time during the continuance of the Debenture belonging to the Company (including loan capital indebtedness or liabilities on any account or in any manner owing to the Company) in each of the following categories:

(a) in (or from) any subsidiary or associated company of the Company and/or
(b) which or the certificates of which now or at any time hereafter are deposited with the Lender or held by the Lender or its agents or transferred to or registered in the name of the Lender or its agents or its nominees
and all rights in respect of or incidental to the Securities specified in paragraphs (a) and (b) above.

5. By way of fixed charge the goodwill, licences, patents, patent applications, trademarks, copyrights, rights in the nature of copyright and all other intellectual property rights now or at any time during the continuance of the Debenture belonging to the Company.

6. By way of floating charge its undertaking and all its other property, assets and rights whatsoever and wheresoever present and/or future including those expressed as charged by way of fixed charge if and to the extent that such charge may fail for any reason to operate as a fixed charge, and any moveable property of the Company in Scotland, and any assets in Scotland falling within any of the types mentioned in paragraph 1.

7. By way of assignment to the Lender the benefit of rights to receive all payments (including any increased payments resulting from any rent review and any interest chargeable on such payments but excluding any VAT charged by the landlord) reserved as rent under any lease of property under which the Company is entitled as landlord to receive such payments but subject to the reimbursement of any insurance premium or service charge which is included in such payments but which is actually paid or incurred by the Company.

Company number

05855879

Name of company

*insert full name
of Company

* THISTLEWOOD PROPERTIES (FLEETWOOD) LIMITED ("the Company")

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 05855879

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 30th MARCH 2007 AND CREATED BY THISTLEWOOD PROPERTIES (FLEETWOOD) LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO ANGLO IRISH ASSET FINANCE PLC TRADING AS ANGLO IRISH DEVELOPMENT FINANCE ON ANY ACCOUNT WHATSOEVER UNDER THE TERMS OF THE AFOREMENTIONED INSTRUMENT CREATING OR EVIDENCING THE CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 4th APRIL 2007.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 10th APRIL 2007.

PDW



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES