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COMPANIES FORM No. 395

395

Please do not
write in
this margin

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

Please complete
legibly, preferably
in black type or
bold block
lettering*Insert full name
of company

To the Registrar of Companies

For official use Company number

[1119]

267163

Name of company

* SOUTHEND PROPERTY HOLDINGS PLC

Date of creation of the charge

12th July 1996

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

CHARGE

Amount secured by the mortgage or charge

All indebtedness, monies, obligations and liabilities whatsoever on the part of the Mortgagor to the Mortgagee and/or any Transferee as defined in clause 16.1 of the Charge to be paid or observed and performed or arising whether directly or indirectly under the terms of the Facility Letter (as defined in the Charge) and/or in connection with the facility thereby granted and/or under the Charge together with all Expenses (as defined in the Charge) and interest thereon and all other present and/or future indebtedness on any account and all other liabilities whatsoever and howsoever arising of the Mortgagor to the Mortgagee present, future, actual and/or contingent and whether alone or jointly (including with any or others in partnership) and whether as principal or surety or otherwise.

A - The Co. to and/or any
Transferee (a.d.k.)
The Facility Letter (a.d.k.)

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

N M ROTHSCHILD & SONS LIMITED, NEW COURT, ST. SWITHIN'S LANE, LONDON

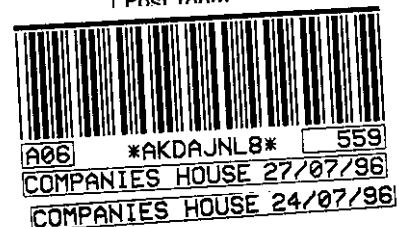
Postcode EC4P 4DU

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

CHAFFE STREET
BROOK HOUSE
70 SPRING GARDENS
MANCHESTER M2 2BQ
REF: JRH

For official use
Mortgage section

Post room



Time critical reference

Short particulars of all the property mortgaged or charged

1. By way of first legal mortgage with full title guarantee *Britannia Works*
Bewsey, Warrington, Cheshire registered at HM Land Registry under title
numbers CH301595, CH332164, CH335022 and CH318632 and all buildings,
*structures and fixtures (including trade fixtures, fixed plant and machinery) now or hereafter to **
("the Property") and by way of specific charge all the income and
rights relating thereto from time to time arising or payable to or on
behalf of the Mortgagor in relation to the Property and the proceeds
of any sale, lease or other disposition in respect thereof and all
deeds and documents from time to time relating thereto and all
insurance and compensation monies referred to in clause 5.5 of the
Charge.
2. By way of floating charge with full title guarantee all movable plant,
machinery, implements, building materials of all kinds, utensils,
furniture and equipment now or from time to time placed on or used in
or about the Property and belonging to the Mortgagor.

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lettering

*to be erected
hereon or
to form
part hereof*

The Mortgagor has covenanted with the Mortgagee that it will not without the
prior consent in writing of the Mortgagee:

Continued ...

Particulars as to commission allowance or discount (note 3)

NIL

Signed

Cliff Sweet

Date

24 - 7 - 1996

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.

**Particulars of a mortgage or charge
(continued)**

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binding margin

Continuation sheet No 1
to Form No 395 and 410 (Scot)

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

Company number

267163

Name of company

SOUTHEND PROPERTY HOLDINGS PLC

Limited*

*delete if
inappropriate

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

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Please complete
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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

- (a) create or attempt to create or permit to subsist any mortgage, charge, hypothecation, pledge, lien, encumbrance, trust arrangement, contractual arrangement having the effect of security or other security interest whatsoever, howsoever created or arising or permit any other proprietary right or interest to accrue on or affect the Property or any interest therein or any of the other rights, interests, estates and assets referred to above;
- (b) part with possession of, transfer, convey, assign, sell, lease or otherwise dispose of the Property, any interest therein or any other right, interest, estate or asset referred to above or attempt to agree so to do whether by a single or a series of transactions save that this provision shall not apply to such of the rights, property and assets referred to in paragraph 2 above only and not otherwise where any such disposals are made in the ordinary course of trading as it is now conducted for full value and for the purpose of carrying on its business.

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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. 00267163

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A CHARGE DATED THE 12th JULY 1996 AND CREATED BY SOUTHEND PROPERTY HOLDINGS PLC FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO N M ROTHSCHILD & SONS LIMITED AND/OR ANY TRANSFEREE (AS DEFINED THEREIN) ON ANY ACCOUNT WHATSOEVER UNDER THE TERMS OF THE FACILITY LETTER (AS DEFINED THEREIN) WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 27th JULY 1996.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 30th JULY 1996.

N. S. Berkley

N. S. BERKLEY

for the Registrar of Companies

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C O M P A N I E S H O U S E

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