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preferably in
black type or
bold block
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Particulars of a charge

Pursuant to section 395 of the Companies Act 1985

395

To the Registrar of Companies

For Official Use Company Number

33

03118389

Name of company

*Insert full name
of company

Jones Homes (Southern) Limited

Date of creation of the charge

26 January 2006

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

Legal Charge

Amount secured by the charge

All sums of money owed and all liabilities or obligations to be carried out to the Bank at any time and from time to time by the Company (or any party contained within the definition of 'Borrower' or 'Debtor' in the Legal Charge) to the Bank at any time whether:

- (a) they arise before or after the Bank has demanded that they are repaid or carried out;
 - (b) they are owed or to be carried out immediately or only after a stated event has occurred;
 - (c) the Company owes or is to carry them out on his own or jointly with any other persons;
 - (d) the Company owes or is to carry them out on its own account or as guarantor for any other persons together with interest upon them and expenses relating to them,
- ("the Debts").

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

The Governor and Company of the Bank of Scotland, Bank of Scotland Corporate, 9th floor No 1 Marsden Street Manchester ('the Bank') M2 1HW

Presenter's name, address and reference
(if any): AHH/SS599-169

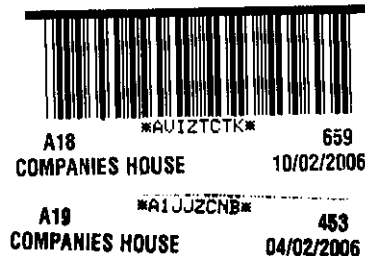
Cobbetts LLP
One Colmore Square
BIRMINGHAM
B4 6AJ

For Official Use
Mortgage section

Post Room

Page 1

Time critical reference



Short particulars of all the property charged

All the freehold property known as Invicta Works, Farleigh Lane, East Farleigh, Maidstone, Kent and Katrina, Farleigh Lane, Maidstone, ME16 9LX registered at Land Registry with title numbers K774469 and K84943 and other charges of the Company as specified in the attached Schedule, which also contains covenants by and restrictions on the Company which protect and further define the charges and must be read as one with the charges.

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

Particulars as to commission allowance or discount (note 3)

N/A

For the Bank of Scotland

Signed (Cobbett)

Date 1 February 2006

On behalf of (company)(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

PARTICULARS OF MORTGAGE OR CHARGES

Name of Company **JONES HOMES (SOUTHERN) LIMITED**

Number of Company **03118389**

SCHEDULE OF CHARGES, COVENANTS AND RESTRICTIONS

contained in a Legal Charge in favour of Bank of Scotland dated 26 January 2006

Charges

1. by way of legal mortgage over all the freehold property known as Invicta Works, Farleigh Lane, East Farleigh, Maidstone, Kent and Katrina, Farleigh Lane, Maidstone, ME16 9LX registered at Land Registry with title numbers K774469 and K84943 ("the Property");
2. by way of fixed charge over all buildings and other structures on, and items fixed to, the Property;
3. by way of fixed charge over any goodwill relating to the Property or the business or undertaking conducted at the Property;
4. by way of fixed charge over all plant, machinery and other items affixed to and forming part of the Property on or at any time after the date of the Legal Charge;
5. by way of assignment all rents and other sums at any time payable by any tenants or licensees of the Property to you together with the benefit of all rights and remedies of the Company relating to them to hold to the Bank absolutely subject to redemption upon repayment of the relating to them to hold to the Bank absolutely subject to redemption upon payment of the Debt;
6. by way of fixed charge the proceeds of any claim made under any insurance policy relating to any of the property charged under the Legal Charge.

Restriction on charges and disposals

1. The Company may not create or attempt to create or allow to be created or to exist (whether by a specific agreement imposed by rule of law or Act or Parliament) any charge or lien of any kind over the Property without the prior written consent of the Bank.
2. The Company may not sell, transfer, lease or otherwise dispose of all or any part of the Property or agree to do so, whether at law or in equity without the prior written consent of the Bank.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03118389

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 26th JANUARY 2006 AND CREATED BY JONES HOMES (SOUTHERN) LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 10th FEBRUARY 2006.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 13th FEBRUARY 2006.

pm



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES