

Particulars of a mortgage or charge

A fee of £10 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



212645

Name of company

* PEARCE CONSTRUCTION (MIDLANDS) LIMITED

Date of creation of the charge

31 January 2003

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

All Assets Debenture between Pearce Construction (Midlands) Limited (the "Company") and Lloyds TSB Commercial Finance Limited (the "Security Holder") (the "Debenture")

Amount secured by the mortgage or charge

All the monies now or at any time in the future owing due and/or payable (but remaining unpaid) by the Company to the Security Holder in any manner and for any reason on any account and the discharge of all obligations and liabilities whether actual accruing or contingent now or in the future due owing or incurred to the Security Holder by the Company in whatever currency denominated and on whatever account and howsoever arising whether alone or jointly and in whatever style name or form and whether as principal or surety as more particularly detailed in the Debenture

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

Lloyds TSB Commercial Finance Limited, Boston House, The Little Green, Richmond, Surrey

Postcode TW9 1QE

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

Bond Pearce
Bristol Bridge House
Redcliff Street
Bristol
BS1 6BJ

CJK/200127.11

Time critical reference

For official Use
Mortgage Section

Post room



A40
COMPANIES HOUSE

0810
06/02/03

Short particulars of all the property mortgaged or charged

With full title guarantee for the payment and discharge of the Secured Monies (as defined in the Debenture)

1. A fixed charge by way of legal mortgage on all freehold and leasehold property owned by the Company.
2. A fixed charge on all of the following assets, whether now or in future belonging to the Company:
 - (i) the freehold and leasehold properties of the Company not otherwise effectively mortgaged under the Debenture;
 - (ii) any freehold and leasehold property which the Company shall own together with all fixtures and fittings (including trade fixtures and fittings) and fixed plant and machinery in, on or attached to such property and all spare parts, replacements, modifications and additions for or to the same;
 - (iii) all fixed plant and machinery, including all spare parts, replacements, modifications and additions for or to the same;
 - (iv) all goodwill, unpaid and/or uncalled capital of the Company;
 - (v) all the Company's Intellectual Property (as defined in the Debenture)
 - (vi) all the Company's Securities (as defined in the Debenture)
 - (vii) all loan capital, indebtedness or liabilities on any account or in any manner owing to the Company from a member of the Company's Group

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

David Pearce

Date

4 February 2003

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

A fee of £10 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 situated 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 Cheques and Postal Orders are to be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is:-

Companies House, Crown Way, Cardiff CF14 3UZ

CHFP025

Particulars of a mortgage or charge (continued)

Please do not
write in this
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

212645

Name of Company

PEARCE CONSTRUCTION (MIDLANDS) LIMITED

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
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bold block lettering

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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

- (viii) all amounts realised by an administrator or liquidator of the Company.
- (ix) all documents of title deposited with the Security Holder and assets mentioned in them.
- (x) the Company's Other Debts and Non-Vesting Debts (as defined in the Debenture) and Remittances (as so defined) therefor in accordance with the provisions of the Debenture, all monies in bank accounts specified in the Debenture or under the control of the Security Holder.

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

3. A floating charge on the remainder of the undertaking, property rights and assets of the Company whatsoever and wheresoever, both present and future, not subject to the fixed charges created by the Debenture.

In the Debenture, the Company covenants not to sell, transfer, lease, licence or dispose of any property subject to the floating charge except by way of sale at full value in the ordinary course of business.

The floating charges created by the Debenture automatically convert into fixed charges immediately preceding the coming into existence of any other Encumbrance (as defined in the Debenture).

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 00212645

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT AN ALL ASSETS DEBENTURE DATED THE 31st JANUARY 2003 AND CREATED BY PEARCE CONSTRUCTION (MIDLANDS) LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO LLOYDS TSB COMMERCIAL FINANCE LIMITED 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 6th FEBRUARY 2003.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 10th FEBRUARY 2003.

Page



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —