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CHFP041

COMPANIES FORM No. 395

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

395

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge.

Please do not write in this margin

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

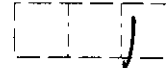
* Insert full name of company

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

Name of company



For official use Company number



305 710
112253
3729818

* ~~THIRVE~~ DEVELOPMENTS LTD.

Date of creation of the charge

26 JUNE 2000

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

LEGAL CHARGE

Amount secured by the mortgage or charge

ALL THE BORROWER'S PRESENT AND FUTURE ACTUAL AND CONTINGENT INDEBTEDNESS TO THE SOCIETY ON ANY ACCOUNT WHATEVER HELD BY THE BORROWER WITH THE SOCIETY WHETHER SOLELY OR JOINTLY WITH ANY OTHER PERSON

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

NATIONWIDE BUILDING SOCIETY. NATIONWIDE HOUSE. PIPERS WAY. SWINDON

Postcode SN38 1NW

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

EMW law
Eleanor House
Queenswood Office Park
NN4 7JJ
DX 719013 NORTHAMPTON 14

Time critical reference

For official use
Mortgage section

Post room



A23
COMPANIES HOUSE

AYZ47RZ8

0259
07/07/00

Short particulars of all the property mortgaged or charged

ALL THAT PROPERTY KNOWN AS 34-40 Oldham Street,
8, 10, 12, 14 + 14A Hilton Street,
Manchester.

TITLE NUMBER

Gm237621

TOGETHER WITH ALL BUILDINGS FIXTURES (INCLUDING TRADE FIXTURES) AND FIXED PLANT AND MACHINERY FROM TIME TO TIME ON THE MORTGAGED PROPERTY AND THE GOODWILL OF ANY BUSINESS CARRIED ON ON THE MORTGAGED PROPERTY TOGETHER WITH THE BENEFIT OF ANY LICENCES AND REGISTRATIONS REQUIRED IN THE RUNNING OF SUCH BUSINESS.

Please do not
write in
this margin

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

A fee of £10 is
payable to
Companies House
in respect of each
register entry for a
mortgage or
charge.
(See Note 5)

Particulars as to commission allowance or discount (note 3)

Signed emudaw

Date 6.7.00

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.
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 CF4 3UZ.

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FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03729818

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 26th JUNE 2000 AND CREATED BY THRIVE DEVELOPMENTS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO NATIONWIDE BUILDING SOCIETY ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 7th JULY 2000.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 11th JULY 2000.

LR
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THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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