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

* insert full name
of Company

COMPANIES FORM No. 395**Particulars of a mortgage or charge**

179731 / 13

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

[2111]

03118885

Name of company

* OTC DIRECT LIMITED whose registered office is situate at 3rd Floor
Page House 40 East Street Epsom Surrey

Date of creation of the charge

9 NOVEMBER 2007

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

Rent Deposit Deed ("the Deed") made between (1) British Overseas Bank Nominees Limited and WGTC Nominees Limited in their capacity as nominees for an on behalf of The Royal Bank of Scotland PLC as trustee and not otherwise of the Skandia Property Fund (the "Landlord") (2) OTC Direct Limited

Amount secured by the mortgage or charge

The payment of the rents reserved and other sums from time to time due or which may become due or which would have become due to the Landlord pursuant to the Lease of Unit 58 Oakhill Trading Estate Worsley Road North Worsley Salford Greater Manchester dated 9 November 2007 and made between (1) the Landlord (2) OTC Direct Limited (including any document supplemental to the said Lease) and the said deed and any damages or compensation payable in respect of any breach non-observance or non-performance of any covenants condition or obligation on the part of the Company contained in the said lease (including any document supplemental to the said lease) or the said deed and the bank or other charges all taxes all reasonable costs and expenses (including value added tax) incurred by the Landlord or its agent in connection with the Deposit any interest earned on the Deposit the account or in or about the enforcement of the said deed or the recovery of any amount payable under the said deed,

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

British Overseas Bank Nominees Ltd & WGTC Nominees Ltd as nominees of the Royal Bank of Scotland PLC as trustee & not otherwise of the Skandia Property Fund of Waterhouse Square 138-142 Holborn London

Postcode EC1N 2TH

Presentor's name address and
reference (if any)

Hamblins LLP
Roxburghe House
273-287 Regent Street
London
W1B 2AD
250/S07194/122

For official Use (02/00)
Mortgage Section

SATURDAY



AXKB3UQP

A41

17/11/2007

95

COMPANIES HOUSE

Time critical reference

Short particulars of all the property mortgaged or charged

The sum of EIGHT THOUSAND EIGHT HUNDRED AND SEVENTY FIVE POUNDS (£8,875) (and such other sums as may be deposited by the Company from time to time pursuant to the terms of the said Deed) the interest from time to time accrued and any sums from time to time deposited in respect of Value Added Tax

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

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

Signed

Amirns W

Date

16/11/07

On behalf of ~~XXXXXXXXXXXXXXXXXX~~ [chargee] †

Notes

† delete as appropriate

- 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**.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No 03118885

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT RENT DEPOSIT DEED DATED THE 9th NOVEMBER 2007 AND CREATED BY OTC DIRECT LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO BRITISH OVERSEAS BANK NOMINEES LTD & WGTC NOMINEES LTD AS NOMINEES AS TRUSTEE & NOT OTHERWISE OF THE SKANDIA PROPERTY FUND 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 17th NOVEMBER 2007

GIVEN AT COMPANIES HOUSE, CARDIFF THE 22nd NOVEMBER 2007

A handwritten signature in cursive script, appearing to read 'Rangel'.



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES