

100748/39

395**M**

COMPANIES FORM No. 395

Particulars of a mortgage or charge

CHWP000

Please do not
write in
this margin*Please complete
legibly, preferably
in black type, or
bold block lettering***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

03788487

Name of company

* insert full name
of Company

* BRIGHTSTONE PROPERTIES (BIRKENHEAD) LIMITED

Date of creation of the charge

31 JANUARY 2006

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

DEBENTURE

Amount secured by the mortgage or charge

All monies obligations and liabilities whether actual or contingent now and hereafter due, owing or
incurred to the Bank in any manner whatsoever whether alone or jointly and whether as principal or
surety together with interest commission fees costs charges and expenses.

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

The Governor and Company of the Bank of Ireland

36 Queen Street London

Postcode EC4R 1HJ

Presenter's name address and
reference (if any) :GSC Solicitors
31-32 Ely Place London
EC1N 6TD (PLB/B666-10)

Time critical reference

For official Use (02/06)
Mortgage Section

Post room

A53
COMPANIES HOUSE271
17/02/2006

Short particulars of all the property mortgaged or charged

Please do not
write in
this margin

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

1. By way of legal mortgage

(a) All the freehold or leasehold property described in the First Schedule to the Debenture and all buildings, structures, fixtures (including the trade fixtures) and fixed plant, machinery and equipment from time to time thereon.

(b) All future freehold and leasehold property of the Company and all buildings, structures, fixtures (including trade fixtures) and fixed plant, machinery and equipment from time to time thereon.

2. By way of fixed charge

(a) All present and future goodwill and connection of all businesses carried on by or on behalf of the Company, any patents, trade marks, copyright, registered designs and similar assets or rights for the time being owned or held by the Company including all fees, royalties and other rights derived therefrom or incidental thereto and any uncalled capital for the time being of the Company.

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

Date 15 February 2006

On behalf of ~~company~~ [mortgagee/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 are to be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is: Companies House, Crown Way, Cardiff CF14 3UZ

Please do not
write in this
binding margin

COMPANIES FORM No. 395 (Cont.) AND FORM No. 410 (Scot)(Cont.)

Particulars of a mortgage or charge (continued)

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

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

Company number

03788487

Name of company

BRIGHTSTONE PROPERTIES (BIRKENHEAD) LIMITED

Limited *

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

(b)•All book debts and other debts and all moneys whatsoever for the time being due, owing or payable to the Company, (including the benefit of any judgment or order to pay a sum of money) and the benefit of any mortgages, charges, pledges, liens, rights of set off or any security interest whatsoever, howsoever created or arising, for the time being held by the Company in respect of such debts or moneys and all cash deposits in any account of the Company with any person and all bills of exchange, promissory notes and negotiable instruments of any description at any time owned or held by the Company.

(c)•All shares and marketable securities and options to acquire such shares and marketable securities for the time being owned by the Company and all rights in respect of or incidental thereto including all dividends, interest and other distributions and all accretions, benefits and advantages.

(d)•All the right, title and interest of the Company to and in any proceeds of any present or future insurances.

3.•By way of floating charge the undertaking and all other property assets and rights of the Company whatsoever and wheresoever both present and future and to the extent any property, assets and/or rights are not or have ceased to be effectively mortgaged or charged by way of fixed charge.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03788487

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 31st JANUARY 2006 AND CREATED BY BRIGHTSTONE PROPERTIES (BIRKENHEAD) LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE GOVERNOR AND COMPANY OF THE BANK OF IRELAND ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 17th FEBRUARY 2006.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 21st FEBRUARY 2006.

DDM



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES