



CHFP025

Please do not
write in
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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**

031861/13

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

[154]

04273743

Name of company

* CFC 2001 LIMITED

Date of creation of the charge

21 AUGUST 2008

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

DEBENTURE

Amount secured by the mortgage or charge

All moneys and all obligations and liabilities whether actual or contingent now or hereafter
due owing or incurred to the Lender (as defined below) by the Company pursuant to the
facility letter issued by the Lender to the Company and dated 24 July 2008 when the same are
due

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

GB DEVELOPMENT SOLUTIONS LIMITED (No 05704769) (the "Lender") whose
registered office is at Grosvenor House, 4-7 Station Road, Sunbury on Thames, Surrey

Postcode TW16 6SB

Presenter's name address and
reference (if any)

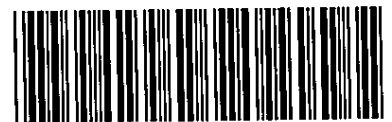
George Davies Solicitors LLP

68 Fountain Court
Fountain Street
Manchester
M2 2FB

For official Use (06/2005)

Mortgage Section

SATURDAY



AQ8072IZ

A35

23/08/2008

319

COMPANIES HOUSE

Time critical reference

POT

Short particulars of all the property mortgaged or charged

FIRST the freehold and leasehold property described in the Schedule together with all present and future buildings, fixtures (including trade and tenant's fixtures), plant and machinery which are at any time on such property
SECONDLY the freehold leasehold and commonhold property of the Company both present and future and all buildings and fixtures (including trade and tenants' fixtures) from time to time on any such property and all liens charges options agreements easements rights and interests over land or the proceeds of dispositions of land both present and future
THIRDLY all plant machinery vehicles computers and other equipment of the Company both present and future and the full benefit of all warranties and contracts relating to the same but excluding stock-in-trade of the Company in the normal course of trading as a going concern
FOURTHLY all stocks shares bonds and securities (including warrants and options in relation to the same) of any kind whatsoever whether marketable or otherwise and all other interests including but not limited to loan capital of the Company both present and future in any company firm consortium or entity whosoever situate including all allotments accretions offers rights benefits and advantages whatsoever at any time accruing offered or arising in respect of the same whether by way of conversion redemption bonus preference option dividend interest or otherwise (all of which are hereinafter called the 'Securities') but excluding any Securities being items ordinarily disposed of by the Company in the normal course of trading as a going concern
FIFTHLY all book and other debts revenues and claims both present and future (including Lender deposits, credit balances and rights under hedging agreements or derivative transactions entered into by the Company in connection with protection against or benefit from fluctuation in any rate or price) and all things in action due or owing which may become due or owing to or purchased or otherwise acquired by the Company and the full benefit /cont

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lettering

Particulars as to commission allowance or discount (note 3)

Signed

George Davies

Date

22 AUGUST 2008

On behalf of ~~XXXXXX~~ (mortgagee/ ~~XXXXXX~~) †

A fee 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 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**

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**Particulars of a mortgage or charge
(continued)**

Please do not
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binding margin

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

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

Company Number

04273743

Name of Company

CFC 2001

Limited*

* delete if
inappropriate

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

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

Please do not
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Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)

Please complete
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bold block lettering

of all rights and remedies relating thereto including but not limited to any negotiable or non-negotiable instruments guarantees indemnities debentures legal and equitable charges and other security reservation of proprietary rights rights of tracing liens and all other rights and remedies of whatsoever nature in respect of the same

SIXTHLY the uncalled capital goodwill and all patents trade marks and service marks (whether registered or not) brand and trade names registered designs design rights copyrights computer programs systems tapes disks software and other rights (including internet domain names) inventions confidential information know-how and all other intellectual or intangible property or rights and all applications for the protection of any of the foregoing in any part of the world and all licences agreements and ancillary and connected rights and benefits including all royalties fees and other income accruing or arising from the same both present and future of the Company SEVENTHLY all present and future contracts or policies of insurance (including life policies) in which the Company now or hereafter has an interest and all rights claims and moneys from time to time payable thereunder including any refund of premiums

EIGHTLY the undertaking and all other property assets and rights of the Company whatsoever and wheresoever both present and future (including but not limited to the stock-in-trade of the Company and all other items ordinarily disposed of by the Company in the normal course of trading as a going concern) and the heritable property and the whole of the property assets and rights in Scotland which is or may be from time to time while this instrument is in force comprised in the property and undertaking of the Company and the premises

Please complete
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bold block lettering



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. 4273743
CHARGE NO. 54**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A DEBENTURE DATED 21 AUGUST
2008 AND CREATED BY CFC 2001 LTD FOR SECURING ALL
MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO
GB DEVELOPMENT SOLUTIONS LIMITED 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 23
AUGUST 2008

GIVEN AT COMPANIES HOUSE, CARDIFF THE 27 AUGUST 2008



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES