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CHFP041

Please do not
write in
this marginPlease 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

A fee of £10 (£13 for forms delivered on or after 1 February 2005) 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

24

4697835

Name of company

* DAVID BOOLER SIPP TRUSTEES LIMITED

Date of creation of the charge

28TH MARCH 2006

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

LEGAL CHARGE

Amount secured by the mortgage or charge

All the Company's liabilities to The Co-operative Bank Plc ("the Bank") of any kind and in any currency (whether present or future actual or contingent and whether incurred alone or jointly with another) including banking charges, commission, interest, costs and expenses

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

CO-OPERATIVE BANK PLC
PO BOX 1AN, 53-57 BLANDFORD SQUARE,
NEWCASTLE UPON TYNE

Postcode NE99 1AN

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

NELSONS
STERNE HOUSE
LODGE LANE
DERBY DE1 3WD
DX 700889 Derby 4

Time critical reference
MWV.BC HARPERFor official use (02/00)
Mortgage Section

Post room



CoM395/1

Short particulars of all the property mortgaged or charged

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1. By way of legal mortgage :-

Unit 4 Victoria Centre Pride Park Derby ("the Property") all covenants and rights affecting or concerning the Property and any share from time to time held by the Company in any landlord or management company of the Property

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

2. By way of fixed charge :-

2.1 The fixtures and fittings of the Company from time to time attached to the Property

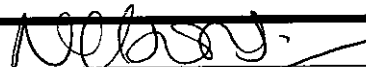
2.2 The plant and machinery of the Company now and in the future at the Property not regularly disposed of in the ordinary course of business and all associated warranties and maintenance contracts

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A fee 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



Date 29.3.2006

On behalf of [company] ~~in mortgage/charge~~

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 £10 (£13 for forms delivered on or after 1 February 2005) 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 CF4 3UZ.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 04697835

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 28th MARCH 2006 AND CREATED BY DAVID BOOLER SIPP TRUSTEES LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO CO-OPERATIVE BANK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 5th APRIL 2006.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 11th APRIL 2006.



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES