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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 £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 2 Company number

8	04905619
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Name of company

* WINWICK LIMITED ACTING IN ITS OWN CAPACITY AND IN ITS CAPACITY AS GENERAL
PARTNER OF THE WINWICK PARTNERSHIP (LP009364) (THE "ASSIGNOR")

Date of creation of the charge

30 JUNE 2005

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

ASSIGNMENT OF RENTAL INCOME (THE "ASSIGNMENT")

Amount secured by the mortgage or charge

AS SPECIFIED IN APPENDIX ONE TO THIS FORM

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

INVESTEC BANK (UK) LIMITED OF 2 GRESHAM STREET, LONDON (THE "BANK")

Postcode EC2V 7QP

Presentor's name address and
reference (if any):
Eversheds LLP
Eversheds House
70 Great Bridgewater Street
Manchester M1 5ES

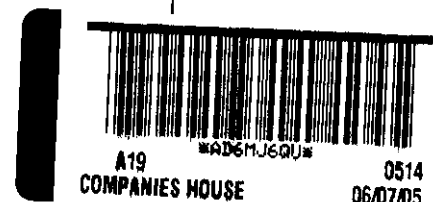
P.RC.958216

Time critical reference

For official Use (02/00)

Mortgage Section

Post room



Short particulars of all the property mortgaged or charged

AS SPECIFIED IN APPENDIX TWO TO THIS FORM

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

Particulars as to commission allowance or discount (note 3)

N/A

Signed

Eversheds LLP

Date *5 July 2005*

On behalf of [mortgagee/chargee][†]

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

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

APPENDIX ONE

WINWICK LIMITED

(COMPANY NUMBER 04969819)

Amount secured by the Mortgagor charge

All monies and liabilities from time to time due, owing or incurred by the Assignor to the Bank.

(the "Secured Obligations")

APPENDIX TWO

WINWICK LIMITED

(COMPANY NUMBER 04969819)

Short particulars of the Property charged

Pursuant to the terms of the Assignment, the Assignor as security for the Secured Obligations (as defined in Appendix One) assigns to the Bank all Rental Income and hereby charges the Rent Account and all its right, title and interest in the monies from time to time standing to the credit of the Rent Account in favour of the Bank by way of first fixed charge as a continuing security for the payment and discharge of the Secured Obligations.

Definitions:

“Rent Account” means an account opened or to be opened in the name of the Assignor with the Bank or any account which may from time to time be substituted for such account; and

“Rental Income” means the gross rents, licence fees and other monies receivable now or at any time in the future by the Assignor in respect of or arising out of any lease or licence or any other agreement relating to the occupation of the Property (as defined in Appendix Three).

“Property” means the freehold land and buildings being 46 Winwick Street, Warrington, Cheshire and registered at the Land Registry under Title Number CH124939 and such rights and interests as the Assignor has in the land shown coloured in green on the plan attached to the Assignment.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 04969819

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT AN ASSIGNMENT OF RENTAL INCOME DATED THE 30th JUNE 2005 AND CREATED BY WINWICK LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO INVESTEC BANK (UK) LIMITED WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 6th JULY 2005.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 11th JULY 2005.

P. Angelo



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES