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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**

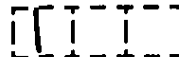
A fee of £13 is payable to Companies House in respect
of each register entry for a mortgage or charge.

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies
(Address overleaf - Note 6)

For official use

Company number



04975889

Name of company

* MSV Group Limited

Date of creation of the charge

1 April 2009

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

Mortgage debenture made between (1) the Company and (2) AIB Group (UK)
p.l.c. ("the Bank")

Amount secured by the mortgage or charge

All liabilities of the Company present and future actual and/or contingent
to the Bank

RE-SCAN

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

AIB Group (UK) p.l.c. whose registered office is at 4 Queen's Square,
Belfast

Postcode BT1 3DJ

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

Uincworth Shalwood
Dx 148400 Westminster

Time critical reference

JCS/pmg/30686/1

For official Use (06/2005)
Mortgage Section

Post room



A25

03/04/2009

COMPANIES HOUSE

191

9-4-09

019

Short particulars of all the property mortgaged or charged

1. A charge by way of Legal Mortgage over the following property and the proceeds of sale thereof ("the Legally Mortgaged Property"):- All that freehold property known as Bedford Aerodrome and surrounding land at Thurfield, Bedford and satellite radar site, Thurfield, Bedford, forming part of the land registered under title number BD196546 and more particularly described in a transfer dated 1 April 2009 made between (1) St. Modwen Ventures Limited and (2) MSV Group Limited and all building fixtures (including trade fixtures) and fixed plant and machinery owned by or charged to the Company and from time to time on such property and/or the proceeds of sale of the Legally Mortgaged Property.

2. A fixed equitable charge over the Company's estate or interest in all freehold and/or leasehold property now or at any time belonging to or charged to the Company (other than the property described in 8 below) and the benefit of all other agreements or licences relating to land to which from time to time the Company is a party or otherwise entitled and all buildings, fixtures (including trade fixtures) and any fixed plant and machinery owned by the Company thereon from time to time and the proceeds of sale of all or any of the foregoing ("the Equitably Charged Property").

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bold block
lettering**

Particulars as to commission allowance or discount (note 3)

Nil

Signed Winckworth Sherwood LLP Date 1 April 2009

On behalf of [company] [mortgagee/chargee] †

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



**CERTIFICATE OF THE REGISTRATION
OF A MORTGAGE OR CHARGE**

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

**COMPANY NO. 4975889
CHARGE NO. 1**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A MORTGAGE DATED 1 APRIL 2009
AND CREATED BY MSV GROUP LIMITED FOR SECURING ALL
MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO
AIB GROUP (UK) PLC ON ANY ACCOUNT WHATSOEVER WAS
REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE
COMPANIES ACT 1985 ON THE 3 APRIL 2009

GIVEN AT COMPANIES HOUSE, CARDIFF THE 9 APRIL 2009

THIS CERTIFICATE HAS BEEN
AMENDED BY AN AMENDING
CERTIFICATE DATED 27/04/09



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. 4975889
CHARGE NO. 1**

**THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A MORTGAGE DEBENTURE DATED
1 APRIL 2009 AND CREATED BY MSV GROUP LIMITED FOR
SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE
COMPANY TO AIB GROUP (UK) PLC ON ANY ACCOUNT
WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1
PART XII OF THE COMPANIES ACT 1985 ON THE 3 APRIL 2009**

GIVEN AT COMPANIES HOUSE, CARDIFF THE 27 APRIL 2009



Companies House
— for the record —



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**