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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)

Name of company

* Raven Audley Court plc (Chargor)

Date of creation of the charge

2 March 2007

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

Share Charge (Share Charge) given by the Chargor in favour of Clydesdale
Bank PLC (Lender).

Amount secured by the mortgage or charge

All monies, obligations and liabilities at the date of the Share Charge or
thereafter, owing or incurred to the Lender by the Chargor or each Obligor
under the Finance Documents (or any of them) in whatsoever manner, in any
currency or currencies, whether present or future (as at the date of the
Debenture), actual or contingent, whether incurred solely or jointly with
any other person and whether as principal or surety, together with all
interest accruing thereon and all costs, charges and expenses incurred in
connection therewith (Secured Obligations).

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

Clydesdale Bank PLC, 30 St Vincent Place, Glasgow

Postcode G1 2HL

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

Addleshaw Goddard
100 Barbirolli Square
Manchester
M2 3AB
2-1760682-1

ATHER/4407-11865

Time critical reference

For official Use (06/2005)
Mortgage Section

THURSDAY

Post room



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08/03/2007

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COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

The Chargor charges by first fixed charge one ordinary share of £1 in Raven Audley St Elphins Limited (registered number 5467429) (**Share**) together with all Related Rights.

Notes

1 Negative pledge

- 1.1 The Chargor shall not create or permit to subsist any **Security** over any of the **Secured Assets**.
- 1.2 Clause 4.1 shall not apply to the debenture granted by the Chargor in favour of Raven Mount plc and dated 1 October 2005.

continued...

Particulars as to commission allowance or discount (note 3)

Nil

Signed Adairshaw Geldard LLP

Date 7/3/2007

On behalf of ~~XXXXXXXXXXXXXXXXXX~~ (chargee) †

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

Please do not write in this margin

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

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

† delete as appropriate

Name of company

*insert full name
of Company

* Raven Audley Court plc (Chargor)

Addendum 1/4

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

Addendum 2/4

2. Amount due or owing on the mortgage or charge (continued)

Addendum 3/4

3. Names, addresses and description of the mortgages or persons entitled to the charge (continued)

Addendum 4/4

4. Short particulars of all the property mortgaged or charged (continued)

2 Further assurance

2.1 The Chargor shall promptly do all such acts and execute all such documents (including assignments, transfers, mortgages, charges, notices and instructions) as the Lender may reasonably specify (and in such form as the Lender may reasonably require) in favour of the Lender or its nominee(s):

(a) to create, perfect, protect and maintain the Security created or intended to be created under or evidenced by the Share Charge or for the exercise of any rights, powers and remedies of the Lender provided by or pursuant to the Share Charge or by law; and/or

(b) to facilitate the realisation of the assets which are, or are intended to be, the subject of the Security created by or under the Share Charge.

2.2 The Chargor shall take all such action as is available to it (including making all filings and registrations) as may be necessary for the purpose of the creation, perfection, protection or maintenance of any Security conferred or intended to be conferred on the Lender or by or pursuant to the Share Charge.

2.3 Any document required to be executed by the Chargor under clause 6 of the Share Charge will be prepared at the cost of the Chargor.

In this Form 395 the following words have the following meanings:

Borrower means Raven Audley St Elphins Limited (registered number 5467429)

Name of company

*insert full name
of Company

* Raven Audley Court plc (Chargor)

Facility Agreement means the Facility Agreement dated 2 March 2007 and made between Raven Audley St Elphins Limited (as borrower), Raven Audley St Elphins Management Limited (as guarantor) and Clydesdale Bank PLC (as lender)

Finance Document has the meaning given to it in the Facility Agreement

Guarantor means Raven Audley St Elphins Management Limited (registered number 6105657)

Obligor means:

- (a) the Borrower; and
- (b) the Guarantor

Related Rights means in respect of the Share:

- (a) all monies paid or payable in respect of the Share (whether as income, capital or otherwise)
- (b) all shares, investments or other assets derived from the Share;
- (c) all rights derived from or incidental to the Share.

Secured Assets means, in respect of the Chargor, all of its assets and undertaking the subject of any Security created by or under the Share Charge in favour of the Lender

Security means a mortgage, charge, pledge, lien or other security interest securing any obligation of any person or any other agreement or arrangement having a similar effect

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CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 05160167

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A SHARE CHARGE DATED THE 2nd MARCH 2007 AND CREATED BY RAVEN AUDLEY COURT PLC FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY OR EACH OBLIGOR TO CLYDESDALE BANK PLC 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 8th MARCH 2007.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 13th MARCH 2007.

PDW



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES