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CHFP041

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* Insert full name
of company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

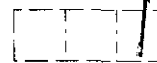
Pursuant to section 395 of the Companies Act 1985

395

**A fee of £10 is payable to Companies House in respect of
each register entry for a mortgage or charge.**

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

For official use Company number



5192995

Name of company

* Miller Triumph Properties Limited

Date of creation of the charge

8 November 2004

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

Debenture

Amount secured by the mortgage or charge

All or any monies and liabilities which shall from time to time (and whether on or at any time after demand) be due, owing or incurred in whatsoever manner to the Bank by the Company, whether actually or contingently, solely or jointly and whether as principal or surety and whether or not the Bank shall have been an original party to the relevant transaction, and including interest, discount, commission and other lawful charges or expenses which the Bank may in the course of its business charge or incur in respect of any of those matters or for keeping the Company's account, and so that interest shall be computed and compounded according to the usual Bank rates and practice as well after as before any demand made or decree obtained under or in relation to this Debenture.

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

The Governor and Company of The Bank of Scotland, The Mound, Edinburgh
("the Bank")

Postcode EH1 1YZ

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

Shepherd+ Wedderburn
10th Floor
12 Arthur Street EC4R 9AB
DX 98945 CHEAPSIDE 2
B2506.167/JZG

For official use
Mortgage section

Post room



A08
COMPANIES HOUSE

0671
25/11/04

Time critical reference

Com 395-1/2

Short particulars of all the property mortgaged or charged

Please see attached continuation sheet.

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A fee of £10 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 Shepherd & Weddell

Date 24 November 2004

On behalf of ~~company~~ [mortgagee/chargee]*

*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. 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.

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Particulars of a mortgage or charge (continued)

Continuation sheet No
to Forms Nos 395 and 410 (Scot)

Company number

5192995

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*Delete if
inappropriate

Name of company

Miller Triumph Properties Limited

Limited*

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

1. By way of legal mortgage all interest in the Company in the following freehold and leasehold property:-

(i) 157 and 159 Preston Road, Brighton, Brighton and Hove (title number ESX202391);

(ii) land and buildings on the south east side of St George's Street, Ipswich (title number SK138032);

(iii) Unit 3-7 Pembroke Avenue, Denny End Industrial Estate, Waterbeach (title number CB206421);

(iv) 53 to 63 (odd numbers) East Street and 1 and 3 Victoria Place, Epsom, Surrey (title number SY420387);

(v) Alhambra House, 9 St Michael's Road, Croydon (title number SGL260460);

(vi) Unit 11, Chadderton Industrial Estate, Chadderton, Oldham, Greater Manchester (Land Registry title number GM660076);

(vii) Bestobell House (Ryder House), Bath Road, Slough (title number BK182761);

together with all present and future buildings, fixtures (including trade and tenant's fixtures), which are at any time on the property.

2. By way of fixed charge:

(i) all estates or interests in any freehold or leasehold property belonging to the Company now or at any time after the date of the Debenture together with all buildings, fixtures (including trade and tenant's fixtures), which are at any time upon the property;

(ii) all present and future interests of the Company in or over land or the proceeds of sale of it and all present and future licences of the Company to enter upon or use the land;

(iii) all present and future plant and machinery and chattels of the Company;

(iv) all present and future stocks, shares and other securities owned by the Company and all rights and interests accruing or offered;

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

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- (v) all rights and interests in and claims of any insurance/assurance;
- (vi) all intellectual property rights held or to be held by the Company or in which it may from time to time have an interest;
- (vii) all goodwill and uncalled capital for the time being;
- (viii) all present and future book debts and monetary claims of the Company and all present and future bank accounts

3. By way of floating charge all property which is or may be from time to time comprised in the property and undertaking of the Company

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 05192995

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 8th NOVEMBER 2004 AND CREATED BY MILLER TRIUMPH PROPERTIES LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 25th NOVEMBER 2004.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 30th NOVEMBER 2004.

DX
Pam



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES