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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

[S I I I I]

05751717

Name of company

* L Wear Limited

Date of creation of the charge

1 November 2006

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

Trust Deed (the "Deed")

Amount secured by the mortgage or charge

All money payable to the Landlord in the event of any failure by the Tenant to pay (whether or not any formal demand has been made) the whole or any part of the rents reserved by the Lease or any money (including interest) payable pursuant to the Lease or any expense incurred by the Landlord or due to the Landlord in consequence of any failure by the Tenant to observe and perform the covenants and obligations of and the conditions binding the Tenant contained in the Lease.

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

BMG (Bridgend) Limited (company number 03248685)
130 Wilton Road
London

Postcode SW1Y 1LQ

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

Berwin Leighton Paisner LLP
Adelaide House
London Bridge
London
EC4R 9HA

ALWS/23254/37

Time critical reference

For official Use (06/2005)

Mortgage Section

Post room



A39
COMPANIES HOUSE

API7DKJ4

343
15/11/2006

Short particulars of all the property mortgaged or charged

By way of a fixed charge all the Tenant's interest in the Deposit Account and all money from time to time standing to the credit of or accruing to the Deposit Account.

NOTES:

1) The Tenant warrants to the Landlord that all sums from time to time in the Deposit Account are and will at all times be free from any charge incumbrance or third party interest, save as mentioned in the Deed.

2) The Tenant covenants that it will supply any information, execute any document or take such action which the Landlord may specify in order to perfect the security created by this deed.

3) The Deed contains the following definitions:

"Bank" Barclays Bank PLC of 155 Brompton Road, London or such clearing bank as the Landlord may nominate from time to time and notify to the Tenant in writing;

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

Particulars as to commission allowance or discount (note 3)

Signed *Bernin Leighton Turner Ltd*

Date *13 November 2006*

On behalf of ~~XXXXXXXXXXXXXXXXXX~~ [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

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)

"Demised Premises" Unit 88 BMG McArthur Glen Designer Outlet Bridgend;

"Deposit" the Initial Deposit and any further sums deposited pursuant to clause 5 or clause 6 of the Deed;

"Deposit Account" a separate interest bearing account to be opened by the Landlord within 10 working days of receipt of monies at the Bank in accordance with clause 2.1 of the Deed;

"General Terms" the Bridgend General Terms as annexed to and varied by the Lease;

"Initial Deposit" the sum of £11,273 plus VAT (£13,245.78);

"Landlord" BMG (Bridgend) Limited (company number 03248685) whose registered office is at 130 Wilton Road London SW1Y 1LQ;

"Lease" a lease dated 6 January 2004 made between BMG (Bridgend) Limited (1) Actif Retail Limited (2) and Actif Group Plc (3) and includes any documents supplemental to the Lease; and

"Tenant" L Wear Limited (company number 05751717) whose registered office is at 20 Little Portland Street London W1W 8AA.

Company number

05751717

Name of company

*insert full name
of Company

* L Wear Limited

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 05751717

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A TRUST DEED DATED THE 1st NOVEMBER 2006 AND CREATED BY L WEAR LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO BMG (BRIDGEND) LIMITED 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 15th NOVEMBER 2006.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 20th NOVEMBER 2006.

PDW



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES