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in black type, or
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*insert full name
of Company

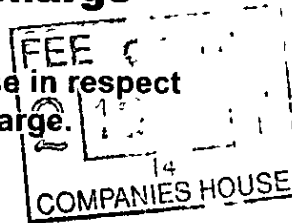
COMPANIES FORM No. 395

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

[] [] [] []

05834384

Name of company

* UK Housing Alliance PLC (the "**Chargor**")

Date of creation of the charge

17 May 2007

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

Debenture (the "**Legal Charge**")

Amount secured by the mortgage or charge

All indebtedness of the Chargor to the Lender now or in the future, whatever the nature
or basis of the relevant obligation (the "**Debts**")

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

Kaupthing Singer & Friedlander Limited, One Hanover Street, London (the "**Lender**")

Postcode W1S 1AX

Presentor's name address and
reference (if any)

Eversheds LLP
Senator House
85 Queen Victoria Street, London
EC4V 4JL

For official Use (06/2007)
Mortgage Section

Non Parent



PMO *PGJXQ00B* 504
25/05/07
COMPANIES HOUSE
A19 02/06/2007 256
COMPANIES HOUSE

A11 *A74E7PUP* 244
25/05/2007
COMPANIES HOUSE

Time critical reference
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Please see the Appendices attached

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

Particulars as to commission allowance or discount (note 3)

Nil

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

Signed Eversheds LLP

Date 24/05/2007

On behalf of XXXXXX [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 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 1 - Particulars of all the property mortgaged or charged

- 1 The Chargor creates the following mortgages and charges in favour of the Lender in order to secure the payment of the Debts:
 - 1.1.1 by way of first legal mortgage all its Land (if any) identified in Schedule 2 of the Legal Charge;
 - 1 1 2 an equitable mortgage of Land to be acquired by it in future;
 - 1 1 3 fixed charges of
 - 1 1 3.1 its plant and machinery (not including any computers or their peripherals or any other office equipment),
 - 1.1.3 2 its goodwill,
 - 1 1 3 3 its rights and interest in intellectual property of any kind (including all related property and materials in any medium),
 - 1.1 3.4 its uncalled share capital
 - 1 1 3 5 its rights and interest in shares and other securities; and
 - 1 1.3.6 its rights and interest in contract (including contracts of insurance), and
 - 1 1 4 a floating charge of all of its property undertaking other than that which is effectively mortgaged or charged under any other provision of this debenture
- 2 1 The Chargor shall not, at any time, without the Lender's prior written consent
 - 2.1.1 create or allow to remain outstanding any security over any of the Charged Property (except for any security in favour of the Lender);
 - 2 1 2 make any loan (or otherwise grant credit) to any person, other than normal trade credit,
 - 2 1 3 borrow (or otherwise receive credit) from any person, other than under this agreement, in respect of normal trade credit,
 - 2 1 4 give any guarantee to any person;
 - 2.1 5 sell, transfer or otherwise dispose of all (or substantially all) of its business and assets;
 - 2 1 6 suspend or cease to carry on all or a material part of its business (or threaten to do so) or make any other material change to the general nature of its business, or
 - 2 1 7 declare or pay any dividend in respect of any share, make any distribution of capital to any of its members, redeem or purchase any share (or

otherwise release its share capital) or make any payment to any of its members in respect of costs, fees or expenses

Appendix 2 - Definitions

"Charged Property" means, at any time, all property which is at that time the subject of any mortgage or charge created under the Legal Charge

"Floating Charge Property" means, at any time, all property which is at that time the subject of the floating charge created under the Legal Charge.

"Land" means any estate or interest in real property and any related rights

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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 05834384

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 17th MAY 2007 AND CREATED BY UK HOUSING ALLIANCE PLC FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO KAUPTHING SINGER & FRIEDLANDER 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 25th MAY 2007

GIVEN AT COMPANIES HOUSE, CARDIFF THE 8th JUNE 2007

PDW



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES