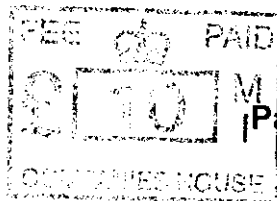


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Please complete
in typescript, or
in bold black
capitals



LLP395

**Particulars of a mortgage or charge in respect
of a Limited Liability Partnership**

A fee of £20 is payable to Companies House in respect of
each register entry for a mortgage or charge.

For official use

LLP Number **OC301189**

BP **2**

Full Name of Limited Liability Partnership **MCD (Fleet) Limited Liability Partnership (the 'LLP')**

Date of creation of the charge **1 February 2002** ✓

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

Amount secured by the mortgage or charge

79
All the LLP's liabilities to The Royal Bank of Scotland plc (the 'Bank') of any kind and in any currency (whether present or future actual or contingent and whether incurred alone or jointly with another) including banking charges, commission, interest, costs and expenses

Signed

For The Royal Bank of Scotland plc
Wale Nion
Duly Authorised Official

Date

4/2/02 ✓

On behalf of [mortgagee/chargee] (delete as appropriate)

Please give the name, address, telephone number and e-mail (if available) of the person Companies House should contact if there is any query. (DX addresses are acceptable for this purpose if you have one).

Our Ref: **Walker Morris**
The Royal Bank of Scotland plc
Credit Documentation **Solicitors**
DX 714895 Manchester 25 **DX 12051**
Tel: 0161 8 **Leeds 24**



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COMPANIES HOUSE

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When you have completed and signed the form please send it to the
registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ

DX 33050 Cardiff

Names and addresses of the mortgagees or persons entitled to the charge	The Royal Bank of Scotland plc 36 St Andrew Square Edinburgh EH2 2YB
Short particulars of all the property mortgaged or charged	<p>The LLP assigns to the Bank as continuing security with full title guarantee for the payment or discharge of the secured liabilities all deposits now and in the future credited to Account designation 10188348 being the Development Account defined in the facility agreement dated 1 February 2002 with the Bank and any addition to that deposit and any deposit or account from time to time of any other currency description or designation which derives in whole or in part from such deposit or account.</p> <p>Note:- The deposit is not capable of being assigned dealt with mortgaged or charged.</p>
Particulars as to commission allowance or discount (note 3)	NIL

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 llp 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 LLP398 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 LLP 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 Form LLP395 continuation sheet.
 5. Cheques and Postal Orders must be made payable to **Companies House**.
- **As applied to LLPs by Schedule 2 of the Limited Liability Partnerships Regulations 2001**

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

Pursuant to section 401(2) of the Companies Act 1985 as applied to Limited Liability Partnerships pursuant to Paragraph 4 and Schedule 2 of the Limited Liability Partnerships Regulations 2000.

LLP No. 0C301189

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A CHARGE OF DEPOSIT DATED THE 1st FEBRUARY 2002 AND CREATED BY MCD (FLEET) LLP FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE LIMITED LIABILITY PARTNERSHIP TO THE ROYAL BANK OF SCOTLAND plc ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 AS APPLIED TO LIMITED LIABILITY PARTNERSHIPS PURSUANT TO PARAGRAPH 4 AND SCHEDULE 2 OF THE LIMITED LIABILITY PARTNERSHIPS REGULATIONS 2000 ON THE 4th FEBRUARY 2002.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 7th FEBRUARY 2002.

[Handwritten signature]



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES