

M LP395

A/C 00400093/13

CHFP077

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

A fee of £13 is payable to Companies House in respect of
each register entry for a mortgage or charge

For official use

LLP Number **OC329327**

Full Name of Limited
Liability Partnership **Witton Associates LLP**

Date of creation
Of the charge **30 day of October 2007**

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

Amount secured by the
mortgage or charge **All the Limited Liability Partnership'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**
Duly Authorised Official

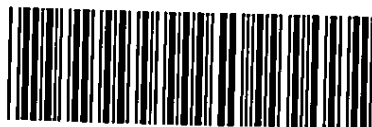
Date **1 November 2007**

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

You do not have to give any contact
information in the box opposite but if
you do, it will help Companies House
to contact you if there is a query on
the form. The contact information that
you give will be visible to searches of
the public record

Our Ref **2510817/CDO4/SB**
The Royal Bank of Scotland plc
Corporate Documentation & Operations
DX 714895 Manchester-25
Tel 0161 755 5903

FRIDAY



A23 ***A88XLUBD*** 77
02/11/2007
COMPANIES HOUSE

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>1 By way of legal mortgage all the freehold and leasehold property now vested in or charged to the LLP.</p> <p>2 By way of fixed charge -</p> <p>(i) all estates or interests in any freehold and leasehold property now and in future vested in or charged to the LLP except the property referred to in paragraph 1,</p> <p>(ii) all fixtures and fittings from time to time attached to any freehold and leasehold property of the LLP,</p> <p>(iii) all the plant and machinery of the LLP present and future and all associated warranties and maintenance contracts,</p> <p>(iv) all rents receivable from any lease granted of any freehold and leasehold property of the LLP,</p> <p>(v) all the goodwill of the LLP present and future,</p> <p>(vi) all the uncontributed capital of the LLP present and future,</p> <p>(vii) all stocks shares and other securities held by the LLP from time to time in any subsidiary and all income and rights derived from or attaching to the same,</p> <p>(viii) all intellectual property rights (including, without limitation, all rights in patents inventions copyrights design rights trademarks service marks database rights confidential information know-how domain names and business names) choses in action licences and claims of the LLP present and future and the insurance policies and proceeds of any insurance from time to time affecting any of the charged property,</p> <p>(ix) the benefit of any currency or interest rate swap cap or collar or other hedging agreement or any futures transaction or treasury instrument made with the Bank or any third party,</p> <p>(continued on Continuation Sheet)</p> |
| Particulars as to commission allowance or discount (note 3) | |

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

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Particulars of a mortgage or charge (continued)

*Please complete
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capitals*

Continuation Sheet No
to Form LLP395 and 410 (Scot)

LLP Number

OC329327

Full Name of Limited Liability Partnership

Witton Associates LLP

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

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

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Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)

*Please complete
in typescript, or
in bold black
capitals*

3 By way of floating charge all the undertaking and all property assets and rights of the LLP present and future not subject to a fixed charge under the Debenture or any other security present or future held by the Bank

*Please complete
in typescript, or
in bold black
capitals*

Notes

1 The Debenture contains covenants by the LLP with the Bank -

- (a) Not without the previous written consent of the Bank to create or permit to arise any mortgage charge or lien on any of the LLP's property nor to dispose of any of the LLP's property except that the property subject to the floating charge may be disposed of in the ordinary course of business
- (b) Not without the previous written consent of the Bank to grant or accept a surrender of any lease or licence of or part with or share possession or occupation of the LLP's freehold and leasehold property or any part of it

2 The Debenture gives the Bank power to appoint an Administrator

Particulars as to commission allowance or discount

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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 OC329327

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 30th OCTOBER 2007 AND CREATED BY WITTON ASSOCIATES 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 2nd NOVEMBER 2007

GIVEN AT COMPANIES HOUSE, CARDIFF THE 8th NOVEMBER 2007

DX recd.



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES