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CHFP041

COMPANIES FORM No. 395

Particulars of a mortgage or charge

395**A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge.**Please do not
write in
this marginPlease complete
legibly, preferably
in black type or
bold block
lettering* Insert full name
of company

Pursuant to section 395 of the Companies Act 1985

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

For official use Company number

Name of company

* Alexander Milne Estates Limited (the "Company")

04635789

Date of creation of the charge

21 July 2006

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

Charge Deed

Amount secured by the mortgage or charge

The Advances (as defined in the Charge) and all other monies which now are or at any time afterwards may be or become due from the Company to Leeds Building Society (the "Chargee") and all obligations and liabilities whether actual or contingent (including any further advance made by the Chargee after the date of the Charge and secured directly or indirectly by the Charge) now or afterwards owed by the Company to the Chargee whether on any current or other account or otherwise in any manner whatever (whether alone or jointly and in whatever style, name or form and whether as principal or surety) and whether originally owing to the Chargee or purchased or otherwise acquired by it together with interest to date of payment at such rates and upon such terms as may from time to time be determined by the Chargee in accordance with the Charge or the Loan Agreement (as defined in the Charge) and all commission, fees, and other charges and all legal and other costs and expenses (including internal administrative costs) incurred by the Chargee in relation to the Charge in enforcing or seeking to enforce the security created by the Charge on a full indemnity basis;

(see continuation sheet)

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

Leeds Building Society
105 Albion Street, Leeds

Postcode LS1 5AS

Presentor's name, address and
reference (if any):Gordons
Riverside West,
Whitehall Road, Leeds
West Yorkshire LS1 4AW
DX 729680 - Leeds 68
Ref: RET/LEE1/57For official use (06/2005)
Mortgage Section

Post room

A03
COMPANIES HOUSE360
25/07/2006

Time critical reference

Short particulars of all the property mortgaged or charged

As a continuing security and with full title guarantee:

- a) By way of legal mortgage the Property described in the Schedule below together with all buildings thereon and all Fixtures (as defined in the Charge) subject to and with the benefit of all rights, easements, covenants, restrictions, stipulations, agreements, declarations and other matters affecting and/or benefiting the same and every part thereof;
- b) By way of fixed charge all the income from time to time arising or payable to or on behalf of the Company in relation to the Property, the proceeds of any Disposal (as defined in the Charge) in respect of the Property and all deeds and documents from time to time relating to the same and all Insurance Proceeds (as defined in the Charge);
- c) By way of assignment to the Chargee the Property Rights (as defined in the Charge);
- d) By way of fixed charge the equipment and goods referred to in the Schedule (if any) and any other plant and machinery which may from time to time be erected on or affixed to the Property;
- e) By way of floating charge the undertaking and all other property assets and rights of the Company whatsoever and wheresoever both present and future; and

(see continuation sheet)

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bold block
lettering

A fee is
payable to
Companies House
in respect of each
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mortgage or
charge.
(See Note 5)

Particulars as to commission allowance or discount (note 3)

Nil

Signed GORDONS LLP

GORDONS LLP

Date 21 JULY 2006

On behalf of ~~company~~ mortgagee/chargee†

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 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 1
to Forms Nos 395 and 410 (Scot)

Company number

04635789

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

Name of company

Alexander Milne Estates Limited (the "Company")

~~limited~~*

*Delete if
inappropriate

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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**Please complete
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lettering.**

commission, interest, fees and charges to date of payment (as well after as before any demand or judgment) at the rates and upon the terms from time to time agreed between the Company and the Chargee or, if there is no such agreement, determined by the Chargee in accordance with the Charge or the Loan Agreement; such interest shall be compounded in the event of it not being punctually paid in accordance with the usual practice of the Chargee but without prejudice to the right of the Chargee to require payment of such interest when due:

all costs, fines, charges, fees, insurance premiums or other monies from time to time owing by the Company to the Chargee under the Charge or any Loan Agreement and any other money expended by the Chargee in connection with this Charge; the Company will pay interest on such sums at the rate applicable to the Advances (or if there is more than one such rate at such applicable rate as the Chargee shall select) from the date on which they are due and payable or the date on which they are expended by the Chargee; and

all costs, charges and expenses incurred by the Chargee in relation or incidental to the making of any advances to the Company or in relation or incidental to this security prior to its execution.

Please do not write in this margin

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

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

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Short particulars of all the property mortgaged or charged (continued)

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write in this
margin

f) By way of assignment to the Chargee all goodwill and the Intellectual Property Rights (as defined in the Charge);

The Chargee shall be entitled at any time by notice in writing to the Company to convert any of the floating charges into fixed charges as regards any assets specified in the notice.

NOTE:

The Company may not:

- create or allow any Security (as defined in the Charge) over the Property other than any floating charge permitted under the terms of the Charge;
- without the prior written consent of the Chargee, grant or agree to grant any lease, agreement for lease or licence in respect of the Property, or part with or share possession of the Property or grant any legal or equitable interest in or right over the Property;
- accept any surrender of any lease, agreement for lease or licence of the Property;
- vary the terms of any lease, agreement for lease or licence of the Property;
- make any Disposition (as defined in the Charge) of the Charged Property (as defined in the Charge) or any estate or interest in it;
- make any Disposition of the Charged Property charged by way of floating charge other than in the ordinary course of and for the purposes of, carrying on its business while the floating charge remains uncrystallised; or
- create or allow any Security over the Charged Property whether ranking before, pari passu with or after this Charge.

SCHEDULE

All that freehold land known as land and buildings at Cliffe Hill Avenue, Stapleford registered at the Land Registry under title number NT313107 and all that freehold land known as land and buildings on the west side of Cliffe Avenue, Stapleford, registered at the Land Registry under title number NT258077 (and so that references to the Property shall include the whole or any part or parts thereof).

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

TCP (PMP)

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 04635789

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A CHARGE DATED THE 21st JULY 2006 AND CREATED BY ALEXANDER MILNE ESTATES LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO LEEDS BUILDING SOCIETY ON ANY ACCOUNT WHATSOEVER 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 JULY 2006.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 1st AUGUST 2006.

A handwritten signature in ink, followed by the official circular logo of Companies House, which contains a stylized 'CH'.

Companies House
— for the record —

