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CHFP025

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

*Insert full name
of Company

COMPANIES FORM No. 395

145 957/26

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.

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number

[814]

4776647

Name of company

* Imagine Homes Limited (the "Borrower")

Date of creation of the charge

20 April 2009

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

2
Legal charge relating to ground floor commercial unit 2 forming part of the
land described as 3 Limeharbour, London E14 9TQ as demised by the lease
dated 31 May 2007 and made between Ability Developments Limited, Imagine
Homes Limited and Solitaire Property Management Company Limited (the
"Deed")

Amount secured by the mortgage or charge

4
✓
10
"Secured Liabilities" means all or any money and liabilities which shall
from time to time (and whether on or at any time after demand) be due,
owing or incurred in whatsoever manner to BoS by the Borrower, whether
actually or contingently, solely or jointly and whether as principal or
surety (or guarantor or cautioner) including any money or liabilities of
the Borrower to a third party which have been assigned or novated to or
otherwise vested in BoS and including discount, commission and other lawful
charges or expenses which BoS may in the course of its business charge or
incur in respect of any of those matters or for keeping the Borrower's
account, together with Interest upon them and Expenses relating to them.

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

Bank of Scotland plc (Corporate Division) ("BoS") of The Mound, Edinburgh

Postcode EH1 1YZ

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

DLA Piper UK LLP
3 Noble Street
London
EC2V 7EE

DS/DS/66089/120406/UKM/24308345.1

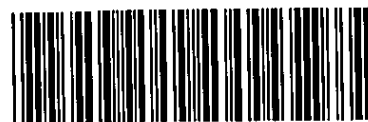
Time critical reference

For official Use (02/06)

Mortgage Section

Post room

SATURDAY



AYS9T9BM

A08

25/04/2009

133

COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

The Borrower with full title guarantee charges to BoS as security for the Secure Liabilities:

1. by way of legal mortgage the Property together with all present and future buildings and fixtures (including trade and tenant's fixtures) which are at any time on or attached to the Property;
2. by way of fixed charge any goodwill relating to the Property or the business or undertaking conducted at the Property;
3. by way of fixed charge all plant, machinery and other items attached to and forming part of the Property on or at any time after the date of the Deed;
4. by way of assignment the Rental Sums together with the benefit of all rights and remedies of the Borrower relating to them to hold to BoS absolutely subject to redemption upon repayment of the Secured Liabilities;
5. by way of fixed charge all rights and interests in and claims made under any insurance policy relating to any of the property charged under the Deed; and
6. if the Borrower is a company (which shall include an industrial and provident society registered under the Industrial and Provident Society Acts) by way of floating charge all unattached plant, machinery, chattels and goods now or at any time after the date of the Deed on or in or used in connection with the Property or the business or undertaking conducted at the Property.

Please do not write in this margin

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

Particulars as to commission allowance or discount (note 3)

N/A

Signed DLA Piper UK LLP

Date 24 April 2009

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)

† 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

Name of company

*insert full name
of Company

* Imagine Homes Limited (the "Borrower")

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)

"Charge" means any mortgage or charge created at any time over any interest in the Property to secure the repayment of the Secured Liabilities to BoS;

"Conditions" means BoS's Commercial Charge Conditions (2007 Edition);

"Expenses" means total of the following:

(i) any commission and other charges which BoS may from time to time charge to the Borrower in the ordinary course of BoS's business in respect of Secured Liabilities or any service provided by BoS to the Borrower;

(ii) any costs, charges, premiums, fees and expenses incurred from time to time by BoS or the Receiver upon these Conditions and which are either repayable by the Borrower under the Conditions or are incurred in the exercise by BoS or the Receiver of their powers under the Conditions; and

(iii) any costs, charges and expenses incurred by BoS or the Receiver in connection with BoS or the Receiver doing anything to protect the mortgage or to obtain possession of or sell or deal (in any other way allowed by the Conditions) with the Property,

together with Value Added Tax upon such sums where appropriate;

"Interest" means any sum of money payable to BoS by way of interest upon Secured Liabilities;

"Owner" means any and every person (whether the Borrower or otherwise) who has granted a Charge to BoS as security for the Secured Liabilities and also:

(i) the Owner's successors and personal representatives; and

(ii) any person to whom the Owner's interest in all or part of the Property has been transferred or otherwise disposed of without such interest first being released from the effect of the Charge;

"Property" means the leasehold property known for the development purposes as the ground floor commercial unit 2 forming part of the land described for development purposes as 3 Limeharbour, London E14 9TQ as demised by the lease dated 31 May 2007 and made between Ability Developments Limited, Imagine Homes Limited and Solitaire Property Management Company Limited;

"Receiver" means an administrative receiver, receiver and manager or other receiver appointed by BoS pursuant to the Charge in respect of the Owner or of all or any part of the Property;

"Rental Sums" means all rents, profits, income, fees and other sums at any time payable by any lessees, underlessees, tenants or licensees of the Property to the Owner pursuant to the terms of any agreements for lease, leases, underleases, tenancies or licences to which all or any part of the Property is subject but not any sums payable in respect of services provided to such lessees, underlessees, tenants or licensees or payable in respect of insurance premiums or reasonable professional fees or expenses.

Company number

4776647

Name of company

*insert full name
of Company

* Imagine Homes Limited (the "Borrower")

Addendum 3/4

3. Names, addresses and descriptions of the mortgages or persons entitled to the charge (continued)

Addendum 4/4

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



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. 4776647
CHARGE NO. 84**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A LEGAL CHARGE DATED 20 APRIL
2009 AND CREATED BY IMAGINE HOMES LIMITED FOR
SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE
COMPANY TO BANK OF SCOTLAND PLC 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 25 APRIL 2009

GIVEN AT COMPANIES HOUSE, CARDIFF THE 29 APRIL 2009

Br



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES