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

*insert full name
of Company

COMPANIES FORM No. 395**Particulars of a mortgage or charge**

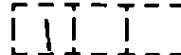
A fee of £13 is payable to Companies House in respect
of each register entry for a mortgage or charge.

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number



06397276

Name of company

* WINDRUSH VENTURES LIMITED

Date of creation of the charge

19th November 2007

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

RENT DEPOSIT DEED

Amount secured by the mortgage or charge

All liabilities of the Company to Pearlbourne Properties Limited ("Landlord") under a lease ("Lease") of 9 Grosvenor Square London W1 dated 19th November 2007 and made between the Landlord (1) and the Company (2) such liabilities being -

(1) rent, insurance premiums or other contribution to the cost of insurance of the Premises, outgoings, interest, value added tax and other payments payable to or recoverable by the Landlord, or in respect of which the Landlord is entitled to be indemnified by the Company under the Lease or under an Authorised Guarantee Agreement given pursuant to the Lease ("AGA"), whether or not reserved by way of rent and whether or not formally demanded,

(2) claims, demands, damages, losses, costs and expenses arising out of or incidental to breach by the Company of the covenants and conditions in the Lease or AGA or of obligations in the Rent Deposit Deed,

(3) loss of mesne profits and other losses arising in consequence of forfeiture or disclaimer of the Lease,

(4) all amounts payable under clause 11 of the Rent Deposit Deed

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

Pearlbourne Properties Limited
18 Upper Brook Street London

Postcode W1K 7PU

Presentor's name address and
reference (if any)

Stepien Lake
1st Floor
8-14 Vine Hill
London
EC1R 5DX

Ref KJS/DA

Time critical reference

For official Use (06/2005)

Mortgage Section

Post room

TUESDAY



AQYMFV0U

A59

27/11/2007

119

COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

To a deposit of £646,250 in an account in the name of the Landlord's
Solicitors, Messrs Stephen Lake with Bank Leumi (UK) Plc

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

Particulars as to commission allowance or discount (note 3)

Nil

Signed

Date 26th November 2007

On behalf of ~~XXXXXX~~ [mortgagee/chargee] † Pearlbourne Properties Limited

*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**.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No 06397276

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT RENT DEPOSIT DEED DATED THE 19th NOVEMBER 2007 AND CREATED BY WINDRUSH VENTURES LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO PEARLBOURNE PROPERTIES 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 27th NOVEMBER 2007

GIVEN AT COMPANIES HOUSE, CARDIFF THE 3rd DECEMBER 2007

P. Carl



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES