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LLP395

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

CHFP077

Please complete
in typescript, or
in bold black
capitalsA fee of £13 is payable to Companies House in respect of
each register entry for a mortgage or charge.

For official use

LLP Number **OC343713**

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Full Name of Limited Liability Partnership **Mill Wharf BPRA Property Fund LLP (the "LLP")**Date of creation of the charge **27 March 2009**Description of the instrument (if any) creating or evidencing the charge **Legal Charge GRANTED BY THE LLP IN FAVOUR OF THE Bank (as defined below) (the "Legal Charge")**

Amount secured by the mortgage or charge

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

Pinsent Masons LLP

Date

30/03/09

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).

Companies House contact details

Our Ref: tk07/71376.07849

Pinsent Masons LLP, 3 Colmore Circus, Birmingham B4 6BH

DX 703167 Birmingham 12

Tel: 0121 626 5711



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02/04/2009

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COMPANIES HOUSE

THURSDAY

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

1 By way of legal mortgage:-

All legal interests and otherwise by way of fixed charge the property known as Mill Wharf, Mill Street, Aston, Birmingham (registered at the Land Registry with title number WM486700)

(the 'Property') all covenants and rights affecting or concerning the Property and any share from time to time held by the LLP in any landlord or management company of the Property.

2 By way of fixed charge:-

2.1 The fixtures and fittings of the LLP from time to time attached to the Property.

2.2 The plant and machinery vehicles and computer equipment of the LLP at the date of the Legal Charge and in the future at the Property not regularly disposed of in the ordinary course of business and all associated warranties and maintenance contracts.

2.3 The furniture furnishings equipment tools and other chattels of the LLP at the date of the Legal Charge and in the future at the Property and not regularly disposed of in the ordinary course of business.

2.4 The goodwill (at the date of the Legal Charge and in future) of any business carried on at the Property by or on behalf of the LLP the rents receivable from any lease granted out of the Property and the proceeds of any insurance from time to time affecting the Property or the assets referred to above.

Note:- The Legal Charge contains covenants by the LLP with the Bank not without the Bank's prior written consent to:

- (a) create or permit to arise any mortgage charge or lien on the Property, the assets charged pursuant to clause 1.2 of the Legal Charge (the "Charged Assets") or the Goodwill (as defined in the Legal Charge), nor to dispose of the Property, Charged Assets or the Goodwill;
- (b) grant or accept a surrender of any lease or licence or part with or share possession or occupation of the Property

Particulars as to
commission allowance
or discount)

Nil



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. OC343713

CHARGE NO. 1

**THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 27
MARCH 2009 AND CREATED BY MILL WHARF BPRA
PROPERTY FUND 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 2 APRIL 2009**

GIVEN AT COMPANIES HOUSE, CARDIFF THE 8 APRIL 2009

