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Please complete
in typescript, or
in bold black
capitals

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

OC343713

S I I

Full Name of Limited
Liability Partnership

Mill Wharf BPRA Property Fund LLP (the "Limited
Liability Partnership")

Date of creation
of the charge

27 March 2009

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

Supplemental Debenture granted by the Limited
Liability partnership in favour of the Bank (as
defined below) (the "Supplemental 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

Pinsent Masons LLP

Date

30/03/09

On behalf of ~~XXX~~ [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 searchers of the
public record

Pinsent Masons LLP

3 Colmore Circus, Birmingham, B4 6BH, 703167
Birmingham 12

tk07/71376.078149 Tel 0121 200 1050

E-mail thomas.king@pinsentmasons.com

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

THURSDAY



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02/04/2009

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|-------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 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. Pursuant to the Supplemental Debenture, the Limited Liability Partnership granted a fixed charge over all its rights, title, benefit and interest (at the date of the Supplemental Debenture and in future) in and to each of the Charges (as defined in the Supplemental Debenture). 95. |
| Particulars as to commission allowance or discount (note 3) | Nil |

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 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 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**.

* As applied to LLPs by Schedule 2 of the Limited Liability Partnerships Regulations 2001



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. 3

**THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A SUPPLEMENTAL DEBENTURE
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



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**