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COMPANIES FORM NO. 395

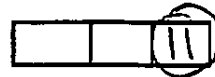
M**395****Particulars of a mortgage or charge**

Pursuant to section 395 of the Companies Act 1985

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legibly,
preferably in
black type or
bold block
lettering

To the Registrar of Companies

For Official Use Company Number



0461830

Name of company

*Insert
name
companyfull
of

Stiller Group South Limited (the "Company")

Date of creation of the charge

13 March 2009

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

supplemental debenture containing fixed and floating charges (the "Supplemental Debenture")

Amount secured by the mortgage or charge

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 Company, whether actually or contingently, solely or jointly and whether as principal or surety (or guarantor or cautioner), including any money and liabilities of the Company to a third party which have been assigned or novated to or otherwise vested in BoS and including interest, 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 Company's account, and so that interest shall be computed and compounded according to BoS' usual rates and practice (or otherwise agreed in writing) after as well before any demand made or judgement or decree obtained under or in relation to the debenture granted by the Company to BoS dated 21 December 2007 (the "Debenture").

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

The Bank of Scotland Plc ("BoS") of The Mound, Edinburgh, EH1 1YZ

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

Eversheds LLP
Central Square South
Orchard Street
Newcastle upon Tyne
NE1 3XX
Ref: SHALLCJ

Time critical reference

For Official Use
Mortgage section

Post Room

SATURDAY



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14/03/2009

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COMPANIES HOUSE

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Short particulars of all the property charged

All the undertaking, property and assets of the Company whatsoever and wheresoever, present and future, as specified in the attached Schedule, which also contains covenants by and restrictions on the Company which protect and further define the charges and must be read as one with the charges.

Please do not write in this margin

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

Particulars as to commission allowance or discount (note 3)

N/A

For BoS

Signed Evershed's LLP Date: 13 March 2009

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 situated in Scotland or Northern Ireland) and Form No. 398 is submitted
2. A description of the instrument, e.g. "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

Particulars of a mortgage or charge

Name of Company: Stiller Group South Limited

Number of Company: 0461830

SCHEDULE OF CHARGES, COVENANTS AND RESTRICTIONS

Contained in a Supplemental Debenture in favour of BoS. This Supplemental Debenture is supplemental to the Debenture. On and from the date of this Supplemental Debenture:

1. the Supplemental Debenture and the Debenture shall be read and construed as one document; and
2. the Company acknowledges that references to the "Debenture" in any other document entered into between the Company and BoS is a reference to the Debenture as amended by this Supplemental Debenture.

Charges

1. by way of fixed charge all the goodwill and uncalled capital for the time being of the Company;
2. by way of floating charge all the Assets (as defined below) not effectively mortgaged, charged or assigned in terms of paragraphs 1 above (including, without limitation, any immovable property of the Company in Scotland and any Assets in Scotland within any of the types mentioned in paragraphs 1 above inclusive).

Definitions:

"Assets" shall mean the whole of the property (including uncalled capital) which is or may be from time to time comprised in the property and undertaking of the Company.



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. 461830
CHARGE NO. 11**

**THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A SUPPLEMENTAL DEBENTURE
DATED 13 MARCH 2009 AND CREATED BY STILLER GROUP
SOUTH LIMITED FOR SECURING ALL MONIES DUE OR TO
BECOME DUE FROM THE COMPANY TO THE BANK OF
SCOTLAND PLC ON ANY ACCOUNT WHATSOEVER WAS
REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE
COMPANIES ACT 1985 ON THE 14 MARCH 2009**

GIVEN AT COMPANIES HOUSE, CARDIFF THE 20 MARCH 2009



Companies House
— for the record —



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