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

* insert full name
of Company

COMPANIES FORM No. 395

110173/13

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.

395

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number

8

3066977

Name of company

* Apol Silva & Orchards Limited (the "Company")

Date of creation of the charge

11 May 2006

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

Legal Charge dated 11 May 2006 made between the Company and The Governor and Company of
the Bank of Scotland (the "Bank") (the "Deed")

Amount secured by the mortgage or charge

All sums of money owed and all liabilities or obligations to be carried out by the Company to the Bank
at any time and from time to time whether:

- (a) they arise before or after the Bank has demanded that they are repaid or carried out; or
- (b) they are owed or to be carried out immediately or only after a stated event has occurred; or
- (c) the Company owes or is to carry them out on its own or jointly with any other person or as
guarantor for any other person

together with interest, costs and expenses due from the Company to the Bank (the "Secured
Liabilities")

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

The Governor and Company of the Bank of Scotland of Citymark, 150 Fountainbridge, Edinburgh

Postcode EH3 9PE

Presenter's name address and
reference (if any):
Stephenson Harwood
One St. Paul's Churchyard
London EC4M 8SH

For official Use (02/00)

Mortgage Section

Post room



LD2
COMPANIES HOUSE

378
24/05/2006

Time critical reference
1397/1156/01-44-03412/3508294

Short particulars of all the property mortgaged or charged

Pursuant to clause 2 of the Deed, the Company charges with full title guarantee as security for the Secured Liabilities:

- 1 by way of legal mortgage the Property;
- 2 by way of fixed charge all buildings and other structures on, and items fixed to, the Property;
- 3 by way of fixed charge any goodwill relating to the Property or the business or undertaking conducted at the Property;
- 4 by way of fixed charge all plant, machinery and other items affixed to and forming part of the Property on or at any time after the date of the Deed;
- 5 by way of assignment all rents and other sums at any time payable by any tenants or licensees of the Property to the Company together with the benefit of all the Company's rights and remedies relating to them to hold to the Bank absolutely subject to redemption upon repayment of the Secured Liabilities;

see Addendum 4/4

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)

Nil

A fee is payable to Companies House in respect of each register entry for a mortgage or charge. (See Note 5)

Signed



Date 23 May 2006

On behalf of chargee[†]

Notes

[†] delete as appropriate

- 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

M395 Continuation

Company number

3066977

Name of company

* insert full name
of company

* Apol Silva & Orchards Limited

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)

M395 Continuation

1

Company number

3066977

Name of company

* insert full name
of company

* Apol Silva & Orchards Limited

Addendum 3/4

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

Company number

3066977

Name of company

* insert full name
of company

* Apol Silva & Orchards Limited

Addendum 4/4

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

- 6 by way of fixed charge the proceeds of any claim made under any insurance policy relating to the Property; and
- 7 by way of floating charge all unattached plant, machinery, chattels and goods now or 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.

Note:

The Company shall not, without the Bank's prior written consent:

1. grant any conveyance, transfer or assignment of the Property or any part of it;
2. create or permit to exist any security in favour of any person other than the Bank by way of a fixed or floating charge or lien over the Property or any part of it;
3. let, or agree to let the Property, or any part of it, without the Bank's prior written consent.

"Property" means:-

1. Freehold land on the south east side of Menzies Road Whitfield Dover registered at H.M. Land Registry under Title No. K834261.
2. Freehold land on the south east side of Menzies Road Whitfield Dover registered at H.M. Land Registry under Title No. K855367
3. Freehold land on the south west side of Willington Road Whitfield Dover registered at H.M. Land Registry under Title No. K845856.

1406

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03066977

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL MORTGAGE DATED THE 11th MAY 2006 AND CREATED BY APOL SILVA & ORCHARDS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 24th MAY 2006.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 26th MAY 2006.

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THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —