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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

[S][I][I][I]

03137921

Name of company

* Queensgate Capital Limited

Date of creation of the charge

18th December 2006

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

LEGAL CHARGE DATED 18th December 2006 MADE BETWEEN QUEENSGATE CAPITAL (1) AND THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND (2) (the bank) (the charge)

Amount secured by the mortgage or charge

See continuation sheet...

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

The Governor and Company of the Bank of Scotland
2nd Floor, Citymark, 150 Fountainbridge, Edinburgh

Postcode EH3 9PE

Presentor's name address and
reference (if any):

Trevor Munn Solicitors
Easterlly Boathouse, The
Towpath,, Manor Road, KT12
2PF,

For official Use (02/00)
Mortgage Section

Post room

FRIDAY



AFPWQLK5

A81

22/12/2006

86

COMPANIES HOUSE

Time critical reference

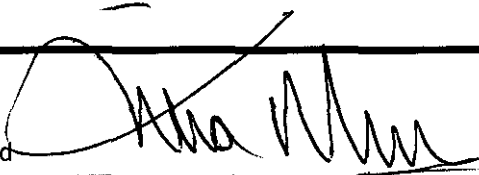
See continuation sheet...

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

Particulars as to commission allowance or discount (note 3)

Signed



Date

18/12/02

On behalf of ~~XXXXXX~~ [mortgagee/~~XXXXXX~~]

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

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

† delete as
appropriate

CHFP025

Particulars of a mortgage or charge (continued)

Please do not
write in this
binding margin

Continuation sheet No _____
to Form No 395 and 410 (Scot)

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

Company Number

03137921

Name of Company

Queensgate Capital Limited

Limited*

* delete if
inappropriate

Description of the instrument creating or evidencing the mortgage or charge (continued) (note 2)

All sums of money owed and all liabilities or obligations to be carried out to the Bank at any time and from time to time by the Company whether they arise before or after the Bank has demanded that they are repaid or carried out, they are owed or to be carried out immediately or only after a stated event has occurred, the Company owes or is to carry them out on his own or jointly with any other persons, or the Company owes or is to carry them out on his own account or as guarantor for any other persons together with any sums of money payable to the Bank by way of interest upon the sums due, any commission or other charges which the Bank may from time to time charge to the Company in the ordinary course of its business in respect of the sums due or any service provided by the Bank to the Company, any costs, charges, premiums, fees and expenses incurred from time to time by the Bank or a receiver under the terms of the Charge which are either repayable by the Company under the Charge or are incurred in the exercise by the Bank or a receiver of their powers under the Charge, and any costs, charges and expenses incurred by the Bank or a receiver in connection with the Bank or the receiver doing anything to protect the Charge or to obtain possession of or sell or deal (in any other way allowed by the Charge) with the property, together in each case with Value Added Tax upon which sums where appropriate

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

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write in this
binding margin

Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)

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

With full title guarantee and as security for the sums due:

1. By way of legal mortgage the property known as 15 The Barons, Twickenham, Middlesex, TW1 2AP registered at H M Land Registry under title number MX42009 (the Property)
2. By way of fixed charge all buildings or 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 Charge
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 the Company's rights and remedies relating to them to be held to the Bank absolutely subject to redemption upon repayment
6. By way of fixed charge the proceeds of any claim made under any insurance policy relating to the Property
7. By way of floating charge all unattached plant machinery chattels and goods now or at any time after the date of this Charge on or in or used in connection with the Property or the business or undertaking conducted at the Property

The Company agrees that it will not without the Bank's prior written consent grant any conveyance transfer or assignment of the Property or any part of it, or create or permit to exist any security in favour of any person other than the Bank by way of fixed or floating charge or lien over the Property or any part of it

Please complete
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FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03137921

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 18th DECEMBER 2006 AND CREATED BY QUEENSGATE CAPITAL LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 22nd DECEMBER 2006.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 4th JANUARY 2007.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

PDW