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CHFP041

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.**049182/65
395Please do not
write in
this marginPlease complete
legibly, preferably
in black type or
bold block
lettering* Insert full name
of company

Pursuant to section 395 of the Companies Act 1985

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

For official use Company number

Name of company

* OAKAPPLE PROPERTIES LIMITED ("the Company")

05821607

Date of creation of the charge

12 JUNE 2006

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

Legal Charge

Amount secured by the mortgage or charge

All moneys and all obligations and liabilities whether actual or contingent now or hereafter due owing or incurred to Fortis Bank SA-NV UK Branch ("the Chargee") by the Company in whatever currency denominated whether on any banking or other account or otherwise in any manner whatsoever (whether alone or jointly and in whatever style name or form and whether as principal or surety) when the same are due including all liabilities in connection with foreign exchange transactions swap arrangements issuing confirming accepting endorsing or discounting any notes or bills or under bonds guarantees indemnities documentary or other credits or any instruments whatsoever from time to time entered into by the Chargee for or at the request of the Company together with interest to the date of payment at such rates and upon such terms as may from time to time be agreed commission discount fees and other charges and all legal and other costs charges and expenses incurred by the Chargee in relation to the Company or the property charged under the Legal Charge (together with Value Added Tax thereon) on a full and unqualified indemnity basis.

PLEASE SEE CONTINUATION SHEET

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

FORTIS BANK SA-NV UK BRANCH, Camomile Court, Camomile Street, London

Postcode EC3A 7PP

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

Gordons LLP
Riverside West,
Whitehall Road, Leeds
West Yorkshire LS1 4AW
DX 729680 - Leeds 68
Ref: JA/FOR197/3

Time critical reference

For official use (06/2005)

Mortgage Section

Post room

A24
COMPANIES HOUSE573
15/06/2006

Short particulars of all the property mortgaged or charged

The Company charges to the Chargee by way of first legal mortgage and with full title guarantee as a continuing security:

1. (a) the freehold and leasehold property of the Company specified in the Schedule below and all buildings and fixtures (including tenant's and trade fixtures belonging to the Company) from time to time on any such property; and
1. (b) all plant machinery vehicles computers and office and other equipment from time to time on any such property both present and future (but, for the avoidance of doubt, excluding any stock in trade of the Company) (the property and assets in a) and b) being together the "Property")
2. the benefit of all rights and claims of any nature whatsoever against (i) any lessees licensees or other occupiers from time to time of the whole or any part of the Property due or owing or which may become due or owing to the Chargee; (ii) all guarantors and sureties for the obligations of such lessees or occupiers; and (iii) any persons who are under any obligation to the Company in respect of any works of design construction repair or replacement to on or about the whole or any parts of the Property
3. (if so directed by the Chargee) the Rent Account (as defined in the Legal Charge) and all

PLEASE SEE CONTINUATION SHEET

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

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

Particulars as to commission allowance or discount (note 3)

Signed

Gordans LLP

Date 14 June 2006

On behalf of ~~company~~ mortgagee/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 are to be made payable to Companies House.
6. The address of the Registrar of Companies is:- Companies House, Crown Way, Cardiff CF4 3UZ.

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Particulars of a mortgage or charge (continued)

Continuation sheet No 1
to Forms Nos 395 and 410 (Scot)

Company number

05821607

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

Name of company

OAKAPPLE PROPERTIES

Limited*

*Delete if
inappropriate

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

Amount due or owing on the mortgage or charge (continued)

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Com 395cont-2/4

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

**Please complete
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black type, or bold
block lettering**

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

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lettering.

other monies standing to the credit thereof by way of first fixed charge as a continuing security for the payment of all monies and liabilities covenanted to be paid under the Legal Charge. The Company shall not assign, transfer, charge, or otherwise deal with monies standing the credit of the Rent Account and the Company shall not be entitled to withdraw any monies from the Rent Account without the prior written consent of the Chargee. At any time after an event of default or the making of demand the Chargee shall be entitled without notice to the Company to apply any monies standing to the credit of the Rent Account towards satisfaction of any obligations or liabilities of the Company to the Chargee. If the Chargee agrees to permit the Company to withdraw monies from the Rent Account this shall not affect the obligation of the Company to continue to pay all rental income into the Rent Account or any of the other rights and obligations of the Company and the Chargee in relation to the Rent Account set out in the Legal Charge.

Schedule

34-36 Bedford Road, Clapham, London (registered at HM Land Registry under title number LN6732)

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 05821607

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 12th JUNE 2006 AND CREATED BY OAKAPPLE PROPERTIES LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO FORTIS BANK SA-NV UK BRANCH ON ANY ACCOUNT WHATSOEVER UNDER THE TERMS OF THE AFOREMENTIONED INSTRUMENT CREATING OR EVIDENCING THE CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 15th JUNE 2006.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 21st JUNE 2006.

P.
Rae



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES