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in black type, or
bold block lettering

*insert full name
of Company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

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

172856/13
[4]

6371949

Name of company

* Coventry Urban Regeneration Limited (the "Chargor")

Date of creation of the charge

14 April 2008

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

A supplemental debenture between (1) the Chargor and (2) Explore Investments Limited (the "Chargee") dated 14 April 2008 (the "Deed") to a debenture made between the Chargor and Chargee dated 5 February 2008 (the "Principal Deed")

Amount secured by the mortgage or charge

means all and any amounts of any kind now or in the future due and payable by the Chargor to the Chargee under the Facility Agreement and the Deed whether actual or contingent, whether incurred solely or jointly with any other person and whether as principal or surety, together with all interest accruing thereon except for any money or liability which, if it were so included, would cause the infringement of sections 151 and 152 of the Companies Act 1985 (the "Secured Liabilities")

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

Explore Investments Limited, Bridge Place, Anchor Boulevard, Admirals Park, Crossways, Dartford, Kent

Postcode DA2 6SN

Presentor's name address and
reference (if any)

Nabarro LLP
Lacon House
84 Theobald's Road
London
WC1X 8RW

For official Use (06/2005)

Mortgage Section

WEDNESDAY



LD5 16/04/2008 48
COMPANIES HOUSE

Time critical reference

AA/GSA/O0572/00010/54915253

- 1 1 The Chargor, with full title guarantee, as continuing security for the payment or discharge of all Secured Liabilities, hereby charges to the Chargee
- 1 1 1 by way of legal mortgage the Scheduled Property together with all buildings and fixtures (including trade fixtures) on the Scheduled Property, and
- 1 1 2 by way of first fixed charge
- (a) its rights now and hereafter to recover VAT on any supplies made to it relating to the Scheduled Property and any sums so recovered,
- (b) the benefit of all consents and agreements (including to the extent not otherwise effectively charged by reason of legal mortgage in **clause 1 1 2** above the benefit of any occupational leases) held by it in connection with the Scheduled Property or any of its assets relating to them

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Particulars as to commission allowance or discount (note 3)

Signed N. L. Barro

Date 16 April 2008

On behalf of ~~XXXXXXXXXXXXXXXXXXXX~~ [chargee] †

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

† delete as appropriate

Notes

- 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
- A description of the instrument, eg "Trust Deed", "Debenture", "Mortgage", or "Legal charge", etc, as the case may be, should be given
- 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,
 - subscribing or agreeing to subscribe, whether absolutely or conditionally, or
 - 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
- If any of the spaces in this form provide insufficient space the particulars must be entered on the prescribed continuation sheet
- 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**
- The address of the Registrar of Companies is Companies House, Crown Way, Cardiff CF14 3UZ

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)

Addendum 3/4

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

Addendum 4/4

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

Definitions

"Facility Agreement" means the facility agreement dated 5 February 2008 made between the Chargor and the Chargee

"Scheduled Property" means the property specified in Schedule 1

SCHEDULE 1

Registered land to be mortgaged

Description of Property	Title Number
Leasehold premises being land adjoining Victoria Buildings	WM878166

M395 Continuation

Company number

6371949

Name of company

*insert full name
of Company

* Coventry Urban Regeneration Limited (the "Chargor")



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. 6371949
CHARGE NO. 4**

**THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A SUPPLEMENTAL DEBENTURE
DATED 14 APRIL 2008 AND CREATED BY COVENTRY URBAN
REGENERATION LIMITED FOR SECURING ALL MONIES DUE
OR TO BECOME DUE FROM THE COMPANY TO EXPLORE
INVESTMENTS LIMITED 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 16 APRIL 2008**

GIVEN AT COMPANIES HOUSE, CARDIFF THE 25 APRIL 2008



Companies House
— for the record —



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