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COMPANIES FORM No. 395

026198 / 13

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.

CHFP025

Please do not write in this margin

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

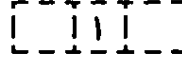
*insert full name of Company

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number



06400780

Name of company

* D2 Derma Europe Limited

Date of creation of the charge

7 August 2009

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

Deed ("the Deed") made between (1) the Company and (2) Grosvenor Commerical Properties ("the Landlord")

Amount secured by the mortgage or charge

The observance and performance of the obligations of the Company in the Deed and to pay the rents reserved by and comply with the other lessee's obligations in the Lease (as defined below) until it is lawfully assigned (other than by operation of law) and thereafter the obligations of the Company in any guarantee of the obligations of the person to whom the Company has assigned the Lease.

The expression "the Lease" is defined to mean the Underlease of the Premises briefly described as Third and Fourth Floors 156-158 Buckingham Palace Road London SW1 dated 7 August 2009 made between (1) the Landlord and (2) the Company for a term of five years from 3 August 2009 and also to include any document entered into pursuant to such Lease or which is expressed to be supplemental thereto.

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

Grosvenor Commercial Properties of 70 Grosvenor Street London

Postcode W1K 3JP

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

Boodle Hatfield
DX53
Chancery Lane

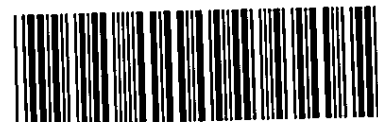
Re JWC/16339.99

Time critical reference

For official Use (06/2005)
Mortgage Section

Post room

TUESDAY



AFQ6YCB6

A07

11/08/2009

356

COMPANIES HOUSE

The Company's equitable interest in:

- (1) the sum of £49,651.25 (forty nine thousand six hundred and fifty one pounds and twenty five pence) paid by the Company to the Landlord and which the Landlord is obliged under the Deed to pay into the Account (as defined below); and
- (2) any other sums paid into that Account by the Company pursuant to the Deed and any interest credited to that Account which has not been released to the Company.

The Account is defined to mean a separately identified deposit account at National Westminster Bank plc (or such other bank as the Landlord from time to time nominates); until the said sum of £49,651.25 is paid into such an account, the Account is defined to mean an interest bearing client account of the Landlord's solicitors.

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)

N/A

Signed Boodle Hatfield

Date 10 August 2009

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

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

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



FILE COPY

**CERTIFICATE OF THE REGISTRATION
OF A MORTGAGE OR CHARGE**

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

**COMPANY NO. 6400780
CHARGE NO. 1**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A DEED DATED 7 AUGUST 2009 AND
CREATED BY D2 DERMA EUROPE LTD FOR SECURING ALL
MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO
GROSVENOR COMMERCIAL PROPERTIES 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 11
AUGUST 2009

GIVEN AT COMPANIES HOUSE, CARDIFF THE 14 AUGUST 2009



Companies House
— for the record —

DX
R0



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES