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COMPANIES FORM No. 395

304689/13

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.

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number

[113]

05806411

Name of company

* 2ME Ltd ("the Company")

Date of creation of the charge

3/8/2006

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

MORTGAGE DEED

Amount secured by the mortgage or charge

All the money owed to the Lender under each agreement ("an agreement") which begins when the Lender makes the Company a loan under the Mortgage, including:

- (a) interest (as provided for by the Mortgage);
- (b) all the Lender's costs and expenses arising in connection with the Mortgage or any agreement, including (but not limited to) all costs and expenses the Lender has to pay:
 - (i) in any legal proceedings concerning the Mortgage or any agreement;
 - (ii) to protect the Lender's rights under the Mortgage or any agreement;
 - (iii) to recover the total amount which the Company owes the Lender from time to time;
 - (iv) to insure the Property under the Mortgage;
 - (v) to make sure the Company is keeping to the conditions of the Mortgage;
 - (vi) to put right any failure of the Company to keep to the conditions of the Mortgage;

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

Mortgage Express ("The Lender")
Bingley Operations Centre, Main Street
Bingley, West Yorkshire

Postcode BD16 2LW

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

McKeags Law Firm
One Carliol, Carliol Square,
Newcastle Upon Tyne,
NE1 6UF

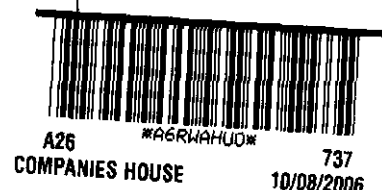
02200003/3

Time critical reference

For official Use (06/2005)

Mortgage Section

Post room



Short particulars of all the property mortgaged or charged

1. By way of legal mortgage the Property.
2. By way of fixed charge all fixtures, fittings, plant and machinery which may from time to time be erected on or affixed to the Property.
3. By way of floating charge all other moveable plant, machinery, furniture, equipment, goods and other effects which are from time to time on the Property.

The Lender may at any time by written notice to the Company convert the floating charge over any assets specified into a fixed charge.

The Company agrees in the Mortgage that it will not, unless the Lender gives it permission, create or allow any charge or other security over the Property or the other Charged Assets other than in favour of the Lender.

In this form:

"Charged Assets" means all the property, assets and rights of the Company charged by the Mortgage; and

"Property" means 47 Sutcliffe Street Liverpool Merseyside L6 6AS (title number MS100914).

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

Signed

Date

5/8/2006

WACKLEAGS

On behalf of [company] [mortgagee/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

- 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

05806411

Name of company

*insert full name
of Company

* 2ME Ltd ("the Company")

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)

(c) any administration fees which the Lender charges to cover the cost of any work done by its staff:
(i) as a result of the Borrower failing to keep to any agreement or the conditions of the Mortgage; or
(ii) to respond to any request which the Borrower makes.

Any fee the Lender charges may include an allowance for the time, facilities, accommodation and services used in doing the work in question.

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)

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CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 05806411

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A MORTGAGE DEED DATED THE 3rd AUGUST 2006 AND CREATED BY 2ME LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO MORTGAGE EXPRESS 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 10th AUGUST 2006.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 15th AUGUST 2006.

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Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES