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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.

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

003650 / 13

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

For official use

Company number

[] [] [] [] [] []

3050595

Name of company

* Arrowcroft Northwest Limited (the "Owner")

Date of creation of the charge

10 September 2009

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

Legal charge granted by the Owner in favour of the Bank (as such term is defined below) (the "Charge")

Amount secured by the mortgage or charge

All the Owner's liabilities to the Bank (present, future, actual or contingent and whether incurred alone or jointly with another) and including (a) interest at the rate charged by the Bank, calculated both before and after demand or judgment on a daily basis and compounded according to agreement or, in the absence of agreement, monthly on the days selected by the Bank ("Interest") and (b) any expenses the Bank or a receiver incurs (on a full indemnity basis and with Interest from the date of payment) in connection with the Property or in taking, perfecting, protecting, enforcing or exercising any power under the Charge (the "Obligations")

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

National Westminster Bank Plc, 135 Bishopsgate, London (the "Bank")

Postcode EC2M 3UR

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

K&L Gates LLP
110 Cannon Street
London
EC4N 6AR

TCL/6012405.00001

Time critical reference

For official Use (06/2005)
Mortgage Section

Post room

THURSDAY



LD5

L0VYRDCU

17/09/2009

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COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

Please see attached continuation sheet.../

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 *KBL Gathis CUP*

Date 16 September 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)

† 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

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

1. Pursuant to clause 2 of the Charge, the Owner, as continuing security for its Obligations and with full title guarantee:
 - (a) charged to the Bank all legal interest in the Property, by way of legal mortgage; and
 - (b) gave to the Bank a fixed charge over any of the following property of the Owner, whether owned now or in the future:
 - (i) any other interest in the Property;
 - (ii) all rents receivable from any lease granted out of the Property;
 - (iii) all the goodwill of the Owner's business carried on at the Property;
 - (iv) the proceeds of any insurance affecting the Property;
 - (v) all fixtures and fittings not forming part of the Property;
 - (vi) all plant and machinery at the Property, including any associated warranties and maintenance contracts; and
 - (vii) all furniture, furnishings, equipment, tools and other goods kept at the Property, that are not regularly disposed of in the ordinary course of business.

Note, inter alia, that the Charge contains provisions to the following effect:

2. The Owner will not, without the Bank's consent:
 - (a) permit or create any mortgage, charge or lien on the Property;
 - (b) dispose of the Property;
 - (c) grant, or accept a surrender of, any lease or licence of the Property or consent to a tenant assigning or sub-letting; or
 - (d) part with or share possession or occupation of the Property.

Definitions

In these particulars, the term "**Property**" means 2, 2A and 2B Market Place, Rugby registered at the Land Registry with title number WK286510, any part of it and the other assets charged pursuant to clause 2 of the Charge as set out in paragraph 1 of these particulars.

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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. 3050595
CHARGE NO. 1**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A LEGAL CHARGE DATED 10
SEPTEMBER 2009 AND CREATED BY ARROWCROFT
NORTHWEST LIMITED FOR SECURING ALL MONIES DUE OR
TO BECOME DUE FROM THE COMPANY TO NATIONAL
WESTMINSTER BANK PLC ON ANY ACCOUNT WHATSOEVER
WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE
COMPANIES ACT 1985 ON THE 17 SEPTEMBER 2009

GIVEN AT COMPANIES HOUSE, CARDIFF THE 18 SEPTEMBER
2009

PO
Jel



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES