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COMPANIES FORM No. 395

238868/13

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

12

3795345

Name of company

* Scoto Limited (Company Number 03795345)

Date of creation of the charge

12 August 2009

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

A legal charge dated 12 August 2009 (the "Legal Charge") made between (1) Scoto Limited (the "Borrower") (2) Northampton Shopping Centre Limited acting by its general partner, Northampton General Partner Limited (the "Lender") and (3) United Counties Omnibus Company Limited ("UCOCL")

Amount secured by the mortgage or charge

The Borrower covenants with the Lender to pay all funding which may now or at any time in the future be paid to the Borrower by the Lender:

(a) whether:

- (i) present or future, actual or contingent;
- (ii) alone or jointly or severally with others;
- (iii) as principal, surety or guarantor; and

(b) in whatever name or style

(c) together with all fees, discounts, commissions and other banking charges, legal and professional fees and unpaid interest and all other expenses and costs, on a full indemnity basis, together with Value Added Tax, incurred (reasonably and properly in the case of (i) below) in connection with:

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

Northampton Shopping Centre Limited Partnership (Company Number LP10958) acting by its general partner Northampton General Partner Limited (Company Number 05607362) c/o Legal and General Assurance Society Limited, One Postcode EC2R 5AA

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

Eversheds LLP
Bridgewater Place, Water Lane, Leeds
LS11 5DR

For official Use (07/06)
Mortgage Section

SATURDAY



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ADTOCF6

15/08/2009

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COMPANIES HOUSE

Time critical reference

Short particulars of all the property mortgaged or charged

The Borrower with full title guarantee charges to the Lender the Property by way of first legal mortgage.

The Borrower is not to create or permit any further legal charge, debenture, mortgage, pledge, hypothecation, lien, assignment or other form of security or trust arrangement granting any legal or equitable charge over the debts, rights and undertaking charged to the Lender by the Borrower by the Legal Charge and includes, where applicable, any property charged by any other security given to the Lender by the Borrower, whether fixed or floating, or conferring priority of payment to be created in or over the the Property, debts, rights and undertaking charged to the Lender by the Borrower by the Legal Charge and includes, where applicable, any property charged by any other security given to the Lender by the Borrower without the prior written consent of the Lender.

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)

None

Signed Everheds LLP

Date 14 August 2009

On behalf of ~~XXXXXX~~ [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

Company number

Name of company

*insert full name
of Company

* Scoto Limited (Company Number 03795345)

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)

(i) the freehold land and buildings at Minton Business Centre, Main Road, Far Cotton, Northampton, being registered under Land Registry title number NN287881 (the "Property"), debts, rights and undertaking charged to the Lender by the Borrower by the Legal Charge and includes, where applicable, any property charged by any other security given to the Lender by the Borrower;

(ii) taking, perfecting, enforcing or exercising any power under the Legal Charge; or

(iii) any breach of any provision of and the protection, realisation or enforcement of the Legal Charge

to the Lender to and including the date of discharge on the due date or dates for payment in accordance with the terms of the loan agreement of even date made between (1) the Lender (2) the Borrower and (3) UCOCL (the "Loan Agreement").

Addendum 3/4

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

Coleman Street, London

Addendum 4/4

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



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. 3795345
CHARGE NO. 2**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A LEGAL CHARGE DATED 12
AUGUST 2009 AND CREATED BY SCOTO LIMITED FOR
SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE
COMPANY TO NORTHAMPTON SHOPPING CENTRE LIMITED
PARTNERSHIP ACTING BY ITS GENERAL PARTNER
NORTHAMPTON GENERAL PARTNER LIMITED ON ANY
ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO
CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 15
AUGUST 2009

GIVEN AT COMPANIES HOUSE, CARDIFF THE 19 AUGUST 2009



Companies House
— for the record —

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THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES