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* Insert full name
of company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

A fee of £13 is payable to Companies House in respect of
each register entry for a mortgage or charge

200924 / 13

395

Pursuant to section 395 of the Companies Act 1985

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

For official use Company number

12

03929255

Name of company

*The Towers Swansea Bay Limited

Date of creation of the charge

24 April 2008

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

Legal & General Charge

Amount secured by the mortgage or charge

All and any part of the money and liabilities becoming due to Abbey National plc from the Company whether on the Company's own account or jointly with any other person, whenever, and however incurred, whether now or in the future, including all interest, costs, charges and expenses payable by the Company

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

Abbey National plc, 2 Triton Square, Regents Place, London

Postcode NW1 3AN

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

Trethowans
College Chambers
49 New Street
Salisbury Wiltshire
DX 58004 Salisbury
Ref CRT

Time critical reference

For official use (02/2006)
Mortgage Section

Post room

TUESDAY



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A02

29/04/2008

194

COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

Land Adjoining The Towers, Jersey Marine, Neath, The Towers Hotel, Ashleigh Road, Neath, Port Talbot, SA10 6JN, Land Adjoining The Tower Hotel, Jersey Marine, Land on the South West Side of Ashleigh Terrace, Jersey Marine, Land situated on the South West side of Ashleigh Terrace, Jersey Marine, Land situated on the South West Side of Ashleigh Terrace, Jersey Marine, Neath and Land Adjoining The Tower Hotel, Jersey Marine, Neath including any beneficial interest in it or in its sale proceeds vested in or charged to Abbey National plc together with all buildings fixtures fittings and all moveable plant machinery implements utensils furniture and equipment now and from time to time placed on or used in or about such property ("the Property")

The whole or any part of or interest in any freehold or leasehold property including any beneficial interest in it or in its sale proceeds, now or in the future vested in belong to or charged to Abbey National plc, together with all buildings fixtures fittings and all moveable plant machinery implements utensils furniture and equipment from time to time placed or used in or about such property ("the Other Property")

The sums which (under any statute or law or contract and whether as of right or ex gratia or otherwise) may be or may become payable in respect the Property and the Other Property or any damage or injury to it or depreciation to it and the benefit of any other obligation security right or indemnity affecting or concerning the Property or Other Property

All rights, licences, guarantees, rent deposits, contracts, deeds, undertakings and warranties relating to the Property and Other Property

Any shares or management rights associated with the Property and the Other Property

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A fee is
payable to
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in respect of each
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mortgage or
charge
(See Note 5)

† Delete as
appropriate

Particulars as to commission allowance or discount (note 3)

Signed

Date 28 April 2008

On behalf of [company] [mortgagee/chargee] †

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 are to be made payable to **Companies House**
- 6 The address of the Registrar of Companies is - Companies House, Crown Way, Cardiff CF4 3UZ

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Particulars of a mortgage or charge (continued)

Continuation sheet No 1
to Forms Nos 395 and 410 (Scot)

Company number

03929255

Please complete
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Name of company

The Towers Swansea Bay ~~Limited~~

Limited*

*Delete if
inappropriate

Description of the instrument creating or evidencing the mortgage or charge (continued) (note 2)

Amount due or owing on the mortgage or charge (continued)

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Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)

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

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Any goodwill of any business from time to time and carried on at the
Property and the Other Property

Any rental and other money payable under any lease, licence or other
interest created or in respect of the Property and the Other Property

Any other payments whatever in respect of the Property and the Other
Property, for example, payments from any insurance policy or any
compensation money

All the Company's uncalled capital for the time being and all the
Company's intellectual property rights and all other freehold and
leasehold property now or in the future in which the Company has or
acquires any legal or beneficial interest

Any legal or beneficial interest which the Company has (whether now or in
the future) in all and any stocks shares and other securities of any
kinds

The Company's stock in trade and plant

The Company's book debts



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. 3929255
CHARGE NO. 12**

**THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A LEGAL & GENERAL CHARGE
DATED 24 APRIL 2008 AND CREATED BY THE TOWERS
SWANSEA BAY LIMITED FOR SECURING ALL MONIES DUE OR
TO BECOME DUE FROM THE COMPANY TO ABBEY NATIONAL
PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED
PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT
1985 ON THE 29 APRIL 2008**

GIVEN AT COMPANIES HOUSE, CARDIFF THE 6 MAY 2008



Companies House
— for the record —



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