

M

CHFP025

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

*insert full name
of Company

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.

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number

00400074/39 ✓
[] [] [] [] [] []

04103205

Name of company

* **Big Yellow Self Storage (GP) Limited** in its capacity as general partner of Big Yellow Limited Partnership (the **Partnership**) and in its own capacity (the **Company**)

Date of creation of the charge

8 July 2008

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

A supplemental legal charge to the Debenture (defined below) dated 8 July 2008 between, amongst others, the Company, the Partnership and the Security Trustee (as defined below) (the **Supplemental Legal Charge**).

Amount secured by the mortgage or charge

All obligations and liabilities of any kind, from time to time incurred by the Company and/or the Partnership under or in connection with

- T
- (a) the facility agreement dated 23 November 2007 between, amongst others, the Company, Big Yellow Nominee No 1 Limited, Big Yellow Nominee No 2 Limited and the Security Trustee as that agreement may from time to time be amended, restated, novated or replaced, however fundamentally (the **Facility Agreement**),
 - (b) the Supplemental Legal Charge,
 - (c) the debenture dated 30 November 2007 between, amongst others, the Company, the Partnership and the Security Trustee as it may from time to time be amended, restated, novated or replaced, however fundamentally (the **Debenture**),

Please see Addendum 2/4 for continuation

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

The Royal Bank of Scotland plc of 135 Bishopsgate, London (the **Security Trustee**)

Postcode EC2M 3UR

Presenter's name address and
reference (if any)

Norton Rose LLP
3 More London Riverside
London
SE1 2AQ

HEAS/LN13391/BD#8047880

Time critical reference

For official Use (06/2005)

Mortgage Section

Post room

THURSDAY



LD2

COMPANIES HOUSE

72

Short particulars of all the property mortgaged or charged

- 1 The Supplemental Legal Charge charges, to the extent the Company's interest or the Partnership's interest is a legal interest, by way of first legal mortgage with full title guarantee and, to the extent the Company's interest or the Partnership's interest is a beneficial interest, by way of first fixed charge, the property, being 2 Nuffield Road, Poole, Dorset, BH17 0RB with title number DT344421 (the **Property**) to the Security Trustee as trustee for the Finance Parties (as defined in the Debenture) as a continuing security for the payment and discharge of the money and obligations incurred by the Company and the Partnership under the Facility Agreement and under any other Finance Document (as defined in the Debenture) to which the Company is a party when they become due for payment or discharge (the **Legal Charge**)
- 2 All other provisions of the Debenture are incorporated in the Supplemental Legal Charge as if they were set out in full and the parties to the Supplemental Legal Charge have the same obligations towards and rights against each other as they would have had under the Debenture

Please see Addendum 4/4 for continuation

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lettering**

Particulars as to commission allowance or discount (note 3)

Nil

Signed Norton Rose LLP

Date 10/7/08

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**

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**Particulars of a mortgage or charge
(continued)**

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Continuation sheet No 1
to Form No 395 and 410 (Scot)

*Please complete
legibly, preferably
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bold block lettering*

Company Number

04103205

Name of Company

Big Yellow Self Storage (GP) Limited in its capacity as general partner of Big
Yellow Limited Partnership (the Partnership) and in its own capacity (the Company)

~~XXXXXX~~

* delete if
inappropriate

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

- (d) any other document defined as a Finance Document in the Facility Agreement or as a Finance Party Security Document in the Debenture; and
- (e) any other document designated as a Finance Document by the Partnership and the Agent (as such term is defined in the Debenture) at any time.

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

*Please complete
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bold block lettering*

- 3 The Supplemental Legal Charge contains the Company and the Partnership's agreement that a restriction be entered in the proprietorship register of the Property that no disposition of the registered estate by the proprietor of the registered estate is to be registered without a written consent signed by the proprietor for the time being of the Supplemental Legal Charge referred to in the charges register of the Property.
- 4 The Legal Charge is separate and distinct from and shall not merge with the equitable charge over the Property created by the Company and the Partnership in the Debenture
- 5 The Supplemental Legal Charge contains undertakings by the Company and the Partnership that no security interest of any kind, no similar arrangement and no right of set-off created by agreement (except for certain limited permitted security interests described in the Debenture) will exist over any of their present or future assets and there will be no disposal of any fixed charge asset or floating charge asset save as permitted under the Facility Agreement



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. 4103205
CHARGE NO. 2**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A SUPPLEMENTAL LEGAL CHARGE
DATED 8 JULY 2008 AND CREATED BY .BIG YELLOW SELF
STORAGE (GP) LIMITED FOR SECURING ALL MONIES DUE OR
TO BECOME DUE FROM THE COMPANY (IN ITS CAPACITY AS
GENERAL PARTNER OF BIG YELLOW LIMITED PARTNERSHIP
AND IN IT OWN CAPACITY) AND/OR THE PARTNERSHIP TO
THE ROYAL BANK OF SCOTLAND PLC (THE SECURITY
TRUSTEE) 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 10 JULY 2008

GIVEN AT COMPANIES HOUSE, CARDIFF THE 15 JULY 2008



Companies House
— for the record —

PS



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES