

# COMPANIES FORM No. 395

## Particulars of a mortgage or charge

PAID

# 395

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge.

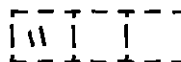
Pursuant to section 395 of the Companies Act 1985

245138/10

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

For official use

Company number



4484817

Name of company

\* AURELIAN PROPERTY FINANCE LIMITED (THE "COMPANY")

Date of creation of the charge

16th December 2003

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

Assignment of Security

Amount secured by the mortgage or charge

All monies, obligations and liabilities whatsoever whether for principal interest or otherwise in whatever currency which may now or at any time in the future be due, owing or incurred by the Company to The Governor and Company of the Bank of Scotland ("BoS") whether present or future, actual or contingent and whether alone, severally or jointly as principal guarantor surety or otherwise and in whatever manner, in whatever name or style and whether on any current or other account or in any other manner whatsoever and including, but without limitation, all expenses, BoS's charges, commission and interest (interest is computed and compounded according to the usual practice of BoS as well after as before any demand or judgment) other than any liability or obligation which if it were so included would result in Assignment of Security contravening Section 151 of the Companies Act 1985.

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

Bank of Scotland, New Uberior House, 11 Earl Grey Street, Edinburgh

*The Governor and Company of the*

Postcode EH3 9BN

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

Halliwel Landau  
St James's Court,  
Brown Street,  
Manchester

For official Use  
Mortgage Section

NON PART



PMO  
COMPANIES HOUSE  
A17  
COMPANIES HOUSE  
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Time critical reference

A49  
COMPANIES HOUSE  
0720  
19/12/03



Short particulars of all the property mortgaged or charged

1. All the Company's present and future rights, title, benefit and interest in the Assigned Documents (listed below) including any and all claims, rights, payments and remedies to which the Company is or may become entitled under, pursuant or in relation to the Assigned Documents together with all damages for any breach of the Assigned Documents and the benefit of any guarantee, indemnity or security in relation to the Assigned Documents.
2. All right, title and interest and all assets (tangible or intangible) in relation to the Assigned Documents.
3. The benefit of all future licences, permits, consents and authorisations (statutory or otherwise) are assigned to BoS which are held in connection with the use or exploitation of any other Security Assets and the right to recover and receive all compensation which may be payable in respect thereof.
4. The Assigned Documents are - please see continuation sheet.

Please do not write in this margin

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

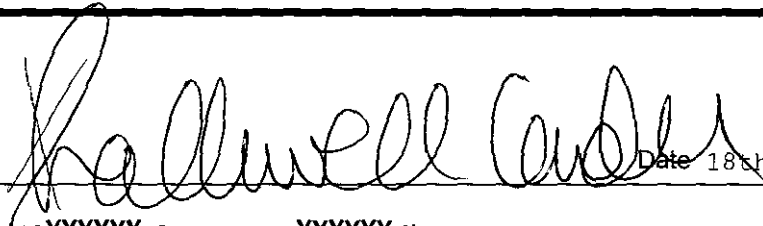
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Particulars as to commission allowance or discount (note 3)

None

Signed



Date 18th December 2003

On behalf of [company] [mortgagee/chargee]

A fee of £10 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 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 CF14 3UZ



CHFP025

# Particulars of a mortgage or charge (continued)

Please do not  
write in this  
binding margin

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

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

Company Number

4484817

Name of Company

AURELIAN PROPERTY FINANCE LIMITED (THE "COMPANY")

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)

Please do not  
write in this  
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Please complete  
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bold block lettering



Please do not  
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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



"Security Assets" means are all those assets which are the subject of any security created by or pursuant to the Assignment.

#### Assets Charged

12 December 2003	Debenture	(1) Cotswoldgate Faringdon Limited (2) the Company
12 December 2003	Secured Loan Agreement	(1) Cotswoldgate Faringdon Limited (2) the Company
12 December 2003	Inter-creditor Agreement	(1) the Company (2) Cotswoldgate Limited (3) Cotswoldgate Faringdon Limited
12 December 2003	Accession Agreement	(1) the Company (2) Cotswoldgate Limited (3) Cotswoldgate Faringdon Limited

#### Notes:

1. The Company cannot without BoS's consent create any Encumbrance (as defined in the Assignment of Security) over the Assigned Assets or the Security Assets.
2. The Company cannot sell any of the assets or transfer the Assigned Assets or the Assigned Documents or the Security Assets without BoS's prior written consent.
3. Any payments received by the Company in respect of the Assigned Documents and Security Assets are held to the Company's order.
4. Sections 93 and 103 of the Law of Property Act 1925 (as amended) do not apply to the Deed.
5. The statutory powers of leasing are extended so as to authorise BoS to grant leases etc. without the necessity of complying with the provisions of Sections 99 and 100 of the Law of Property Act 1925.
6. A power of attorney is granted in favour of BoS and BoS may delegate matters to a delegatee.

Please complete  
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CHFP025

## Particulars of a mortgage or charge (continued)

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Continuation sheet No \_\_\_\_\_  
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Name of Company

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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)

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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. 04484817

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT AN ASSIGNMENT OF SECURITY DATED THE 16th DECEMBER 2003 AND CREATED BY AURELIAN PROPERTY FINANCE LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 19th DECEMBER 2003.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 8th JANUARY 2004.

*Per*



*Companies House*

— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES