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COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

CHWP000

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

Please do not write in this margin

Pursuant to section 395 of the Companies Act 1985

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

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

For official use

Company number

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4768830

Name of company

* insert full name of Company

* TCS (PARLIAMENT STREET 1) LIMITED

Date of creation of the charge

15th November 2005

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

A Deed of Admission to An Omnibus Guarantee and Set-Off Agreement dated...11 MAY 2001... (the "Agreement")

Amount secured by the mortgage or charge

<p>All monies and liabilities then due or which might thereafter become due to Lloyds TSB Bank plc (the "Bank") from either the Company or any one or more of the other parties to the Agreement (other than the Bank) being at the date hereof the following companies:</p> <p>(List of companies party to the Agreement)</p> <p style="text-align: center;">See Attached</p>
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Names and addresses of the mortgagees or persons entitled to the charge

Lloyds TSB Bank plc 25 Gresham Street London	30-00-02	Postcode	EC2V 7HN
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DT/SEC/19523 19418
Presenter's name address and reference (if any):

Lloyds TSB Bank plc
City Office
P.O. Box 72, Bailey Drive
Gillingham Business Park
Kent ME8 0LS

Time critical reference

For official Use
Mortgage Section

Post room



A32
COMPANIES HOUSE

654
19/11/2005

Any sum or sums for the time being standing to the credit of any present or future account of the Company with the Bank.

NOTE: By Clause 13(e) of the Agreement, the Company agreed that it would not (without the prior written consent of the Bank) assign, mortgage, charge or otherwise confer upon any third party any right, title or interest in or to all or any of the accounts for the time being of the Company with the Bank or any sum or sums standing to the credit of any one or more of such accounts, or agree to do any such thing, or allow any such third party right, title or interest to subsist (except in each case in favour of, or upon, the Bank).

Please do not write in this margin

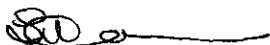
Please complete legibly, preferably in black type, or bold block lettering

Particulars as to commission allowance or discount (note 3)

NIL

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge. (See Note 5)

Signed



Date

18/11/05

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

† 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:-

THE SCHEDULE

<u>Name</u>	<u>Company Number</u>	<u>Registered Office</u>	<u>Date Entered/ Admitted</u>	<u>Date Released</u>
Town Centre Securities PLC	623364	Town Centre House, The Merrion Centre, Leeds LS2 8LY	11 th May 2001	
T. Herbert Kayes Estate Limited	226678	Town Centre House, The Merrion Centre, Leeds LS2 8LY	11 th May 2001	
TCS Holdings Limited	2271353	Town Centre House, The Merrion Centre, Leeds LS2 8LY	11 th May 2001	
Town Centre Enterprises Limited	221003	Town Centre House, The Merrion Centre, Leeds LS2 8LY	11 th May 2001	
TCS Properties Limited (formerly TCS Finance Limited)	2831154	Town Centre House, The Merrion Centre, Leeds LS2 8LY	11 th May 2001	
TCS Freehold Investments Limited	3684812	Town Centre House, The Merrion Centre, Leeds LS2 8LY	11 th May 2001	
TCS Leasehold Investments Limited	3684827	Town Centre House, The Merrion Centre, Leeds LS2 8LY	11 th May 2001	
TCS (Greenock) Limited	3822757	Town Centre House, The Merrion Centre, Leeds LS2 8LY	11 th May 2001	10 th February 2004
TCS (Bolton) Limited	4104688	Town Centre House, The Merrion Centre, Leeds LS2 8LY	11 th May 2001	
TCS (Residential Conversions) Limited (formerly TCS (Vassalli) Limited)	3946495	Town Centre House, The Merrion Centre, Leeds LS2 8LY	11 th May 2001	22 nd March 2002
TCS (EX TCCP) Plc (formerly Town Centre Car Parks Limited)	3385312	Town Centre House, The Merrion Centre, Leeds LS2 8LY	21 st June 2001	
TCS (Bothwell Street) Limited	4240551	Town Centre House, The Merrion Centre, Leeds LS2 8LY	4 th September 2001	
TCS (Residential) Limited (formerly TCS (Leyland) Limited)	4249007	Town Centre House, The Merrion Centre, Leeds LS2 8LY	26 th October 2001	

TCS (Residential Conversions) Limited (formerly TCS (Vassalli) Limited)	3946495	Town Centre House, The Merrion Centre, Leeds LS2 8LY	22 nd March 2002	
TCS (Isleworth) Limited	4413343	Town Centre House, The Merrion Centre, Leeds LS2 8LY	10 th July 2002	
TCS (Greenhithe) Limited	4413344	Town Centre House, The Merrion Centre, Leeds LS2 8LY	10 th July, 2002	
TCS (Mill Hill) Limited	4413341	Town Centre House, The Merrion Centre, Leeds LS2 8LY	10 th July, 2002	
TCS (Greenock) 1 Limited	4720315	Town Centre House, The Merrion Centre, Leeds LS2 8LY	1 st May, 2003	10 th February 2004
TCS (Greenock) 2 Limited	4720308	Town Centre House, The Merrion Centre, Leeds LS2 8LY	1 st May, 2003	10 th February 2004
TCS (Parliament Street 1) Limited	4768830	Town Centre House, The Merrion Centre, Leeds LS2 8LY	11 th February 2004	
TCS (Parliament Street 2) Limited	4768845	Town Centre House, The Merrion Centre, Leeds LS2 8LY	11 th February 2004	
TCS Piccadilly Limited	4317396	Town Centre House, The Merrion Centre, Leeds LS2 8LY	19 th September 2005	
TCS Piccadilly (2) Limited	5113915	Town Centre House, The Merrion Centre, Leeds LS2 8LY	19 th September 2005	
TCS Whitehall Riverside Limited	4329860	Town Centre House, The Merrion Centre, Leeds LS2 8LY	19 th September 2005	

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 04768830

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEED OF ADMISSION TO AN OMNIBUS GUARANTEE AND SET-OFF AGREEMENT DATED 11 MAY 2001 AND DATED THE 15th NOVEMBER 2005 AND CREATED BY TCS (PARLIAMENT STREET 1) LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY AND/OR ALL OR ANY OF THE OTHER COMPANIES NAMED THEREIN TO LLOYDS TSB BANK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 19th NOVEMBER 2005.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 23rd NOVEMBER 2005.

P.
Pam.



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES