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\* Insert full name  
of company

COMPANIES FORM No. 395

017818/39.

# 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.

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number

6

04867959

Name of company

Osborne Street Estates Limited ("the Company")

Date of creation of the charge

4 August 2009

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

Debenture ("the Charge")

Amount secured by the mortgage or charge

The Company's Obligations.

See Paper Apart for definitions.

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

The Royal Bank of Scotland plc ("the Bank")  
36 St Andrew Square

Edinburgh

Postcode EH2 2YB

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

DUNDAS & WILSON CS LLP,  
191 WEST GEORGE STREET  
GLASGOW  
G2 2LD

Time critical reference

JAO/DEM/RBS011.0374

For official use (02/2006)

Mortgage Section

Post room

FRIDAY



A10

\*ADZPUCEV\*

14/08/2009

300

COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

The Property.

See Paper Apart for definitions.

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lettering

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

† Delete as  
appropriate

Particulars as to commission allowance or discount (note 3)

N/A

Signed

*David E. Roberts for Dundee & Wilson LLP*

Date 13 August 2009

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.

**This is the paper apart referred to in the foregoing Companies House Form 395 in respect of a Debenture by Osborne Street Estates Limited in favour of The Royal Bank of Scotland plc dated 4 August 2009.**

**Company's Obligations** means all the Company's liabilities to the Bank of any kind and in any currency (whether present or future, actual or contingent and whether incurred alone or jointly with another) together with the Bank's charges and commission Interest and Expenses

**Expenses** means all expenses (on a full indemnity basis) incurred by the Bank or any Receiver at any time in connection with the Property or the Company's Obligations or in taking or perfecting this deed or in preserving defending or enforcing the security created by this deed or in exercising any power under this deed or otherwise with Interest from the date they are incurred

**Interest** means interest at the rate(s) charged to the Company by the Bank from time to time.

**Property** means the whole and any part of the undertaking property and assets of the Company charged by Clause 1 of the Charge and includes:

- 1.1 **By** way of legal mortgage all the freehold and leasehold property now vested in or charged to the Company
- 1.2 **By** way of fixed charge all estates or interests in any freehold and leasehold property now and in the future vested in or charged to the Company except the property charged by Clause 1.1 of the Charge, as detailed at paragraph 1.1 above
- 1.3 **By** way of fixed charge all fixtures and fittings from time to time attached to any freehold and leasehold property of the Company
- 1.4 **By** way of fixed charge all plant and machinery of the Company present and future and all associated warranties and maintenance contracts
- 1.5 **By** way of fixed charge all rents receivable from any lease granted out of any freehold and leasehold property of the Company
- 1.6 **By** way of fixed charge all the goodwill of the Company present and future
- 1.7 **By** way of fixed charge all the uncalled capital of the Company present and future
- 1.8 **By** way of fixed charge all stocks shares and other securities held by the Company from time to time in any subsidiary and all income and rights derived from or attaching to the same
- 1.9 **By** way of fixed charge all Intellectual Property Rights choses in action licences and claims of the Company present and future and the insurance policies and proceeds of any insurance from time to time affecting the Property. "Intellectual Property Rights" include (without limitation) all rights in patents inventions copyrights design rights trademarks service marks database rights confidential information know-how domain names and business names
- 1.10 **By** way of fixed charge the benefit of any currency or interest rate swap cap or collar or other hedging agreement or any futures transaction or treasury instrument made with the Bank or any third party

- 1.11 **By** way of floating charge all the undertaking and all property assets and rights of the Company present and future not subject to a fixed charge under the Charge or any other security present or future held by the Bank



## **CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE**

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

**COMPANY NO. 4867959  
CHARGE NO. 6**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES  
HEREBY CERTIFIES THAT A DEBENTURE DATED 4 AUGUST  
2009 AND CREATED BY OSBORNE STREET ESTATES LIMITED  
FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM  
THE COMPANY TO THE ROYAL BANK OF SCOTLAND PLC ON  
ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT  
TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE  
14 AUGUST 2009

GIVEN AT COMPANIES HOUSE, CARDIFF THE 18 AUGUST 2009



*Companies House*  
— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES