

0424825/13.

FT.

M

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.



395

CHWP000

Please do not write in this margin

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

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number

Stamp area for official use, containing a vertical line.

05277300

Name of company

* THAMESWEY CENTRAL MILTON KEYNES LIMITED

* insert full name of Company

Date of creation of the charge

24 March 2006

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

Debenture

Amount secured by the mortgage or charge

£2,500,000 (with interest payable at 6.75% per annum) in accordance with the provisions of a Loan Agreement dated 22 March 2006

13.10

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

Woking Borough Council, Civic Offices, Gloucester Square, Woking, Surrey

Postcode GU21 6YL

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

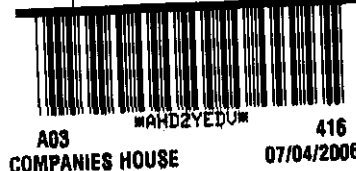
Peter Bryant, Principal Solicitor
(Re:PB)

AS ABOVE

Time critical reference

For official Use (02/06)
Mortgage Section

Post room



Short particulars of all the property mortgaged or charged

All property and assets identified in clause 3 of Debenture dated 24 March 2006 made between Thamesway Central Milton Keynes Limited (Chargor) and Woking Borough Council (Lender). This comprises:-

1. all freehold and/or leasehold property or immovable property of Thamesway Central Milton Keynes Limited situated in England and Wales;
2. any buildings, fixtures (including trade fixtures), fittings, fixed plant or machinery from time to time on or forming part of the property referred to in paragraph 1. above (but excluding any plant and machinery financed by Lombard Business Leasing Limited);
3. (i) the proceeds of sale and/or other realisation of any property or asset (or any part thereof or interest therein) and
 (ii) all (a) mortgages, charges (including a floating charge), pledges, liens, assignments, or hypothecations or security interests or any other agreements or arrangements having the effect of conferring security and (b) options, agreements, rights, easements, benefits, indemnities, guarantees, warranties or covenants for title and
 (iii) all rights under any lease, licence or agreement for lease, sale or use in respect of any property or asset (or any part thereof or interest therein) of Thamesway Central Milton Keynes Limited (continued on Continuation Sheet)

Please do not write in this margin

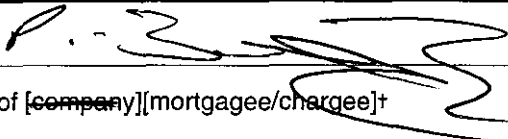
Please complete legibly, preferably in black type, or bold block lettering

Particulars as to commission allowance or discount (note 3)

None

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

Signed



Date 6 April 2006

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 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 CF14 3UZ

CHWP000

COMPANIES FORM No. 395 (Cont.) AND FORM No. 410 (Scot)(Cont.)

Please do not
write in this
binding margin

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

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

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

Company number

05277300

Name of company

THAMESWEY CENTRAL MILTON KEYNES

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
binding margin

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

Please do not
write in this
binding margin

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

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

4. all plant, machinery, vehicles, computers, office and other equipment and chattels (excluding stock-in-trade or work in progress) owned by Thamesway Central Milton Keynes Limited;

5. all of Thamesway Central Milton Keynes Limited's present and future book and other debts, revenues and monetary claims, whether actual and contingent, and whether originally owing to Thamesway Central Milton Keynes Limited or purchased or acquired by it, and all things in action which may give rise to any debt, revenue or monetary claim and the benefit of any related (a) mortgage charge (including a floating charge), pledge, lien, assignment, or hypothecation or security interest or any other agreement or arrangement having the effect of conferring security and (b) guarantee or other rights of any nature relating thereto and any proceeds of any of the above;

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

6. all amounts (including interest) from time to time standing to the credit of any bank or other account of Thamesway Central Milton Keynes Limited with any bank, building society, financial institution or other person and the debts represented thereby (other than all amounts from time to time standing to the credit of any account in the name of Thamesway Central Milton Keynes Limited opened from time to time pursuant to the requirements of the Agreement dated 30 December 2005 made between The Commission for The New Towns, Thamesway Central Milton Keynes Limited and Thamesway Energy Limited;

7. all stocks, shares, debentures, bonds and securities of any kind owned by Thamesway Central Milton Keynes Limited and all other interests of Thamesway Central Milton Keynes Limited both present and future in any company, firm, consortium or entity wherever situate;

8. all intellectual property rights of Thamesway Central Milton Keynes Limited;

9. all goodwill and uncalled capital of Thamesway Central Milton Keynes Limited and

10. all present and future insurance policies of Thamesway Central Milton Keynes Limited and monies payable from time to time under or pursuant to such policies.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 05277300

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 24th MARCH 2006 AND CREATED BY THAMESWEY CENTRAL MILTON KEYNES LIMITED FOR SECURING £2,500,000 DUE OR TO BECOME DUE FROM THE COMPANY TO WOKING BOROUGH COUNCIL 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 7th APRIL 2006.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 12th APRIL 2006.



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES