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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.

CHFP025

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number

118

06132417

Name of company

* HF Group Acquisitionco Limited

Date of creation of the charge

14 May 2008

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

Rent Deposit Deed

Amount secured by the mortgage or charge

(a) The rents reserved by and the other sums (whether of interest, damages, costs, expenses, value added tax or any tax of a similar nature which may be substituted for it or levied in addition to it ("VAT") or otherwise) payable under the lease dated 28 November 2000 of Unit D, Townsmoor Retail Park, Blackburn ("the Premises") between Rolls-Royce Pension Trust Limited (1) and Time Group Limited (2) (including all or any deeds and documents made pursuant to or supplemental to the said lease, whether or not expressed to be so) ("the Lease") which have not been paid on the due date for payment and all sums payable under the terms of any agreement entered into by the tenant pursuant to the Lease whereby the tenant guarantees the due performance by the tenant's assignee of the tenant covenants (as defined in section 28(1) of the Landlord and Tenant (Covenants) Act 1995) in the Lease ("the Tenant Covenants") pursuant to section 16 of that Act,

(see continuation Addendum 2/4)

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

Lionbrook Property Partnership Nominee No 1 Limited (registered in Scotland under number SC084451) and (see continuation Addendum 3/4)

Postcode

Presentor's name address and reference (if any)

Macfarlanes LLP
20 Cursitor Street
London
EC4A 1LT

Reference CPJ/603143

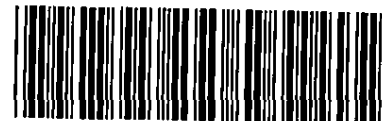
Time critical reference

27.5.08
44

For official Use (02/00)
Mortgage Section

Post room

THURSDAY



LD2 22/05/2008 43
COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

(i) £12,500 together with £2,187 50 in addition in respect of VAT

(ii) An interest bearing account specifically designated "Unit D, Towns Moor Retail Park, Blackburn deposit account" at such bank or other institution as the landlord shall from time to time decide in its absolute discretion and notify to the tenant in writing ("the Deposit Account")

(iii) All interest credited to the Deposit Account from time to time

(iv) The amount from time to time standing to the credit of the Deposit Account

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)

Signed

Macfarlane LLP

Date

21 May 2008

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

Company number

06132417

Name of company

*insert full name
of Company

* HF Group Acquisitionco Limited

Addendum 1/4

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

Addendum 2/4

2 Amount due or owing on the mortgage or charge (continued)

- (b) in the event of forfeiture or disclaimer of the Lease the rents and other sums which would have been payable under the Lease (had it not been forfeited or disclaimed) for the period from the date of forfeiture or disclaimer until the earlier of -
 - (1) the date six months from the date of forfeiture or disclaimer, and
 - (2) the date from which a full market rent is payable under a new lease of the Premises granted on terms substantially similar to those contained in the Lease,
- (c) in the event of any breach, failure, non-observance, omission or non-performance of or in relation to the Tenant Covenants, such sums as would meet (or, if the amount from time to time standing to the credit of the Deposit Account, as defined on page 2 of this form, is insufficient, would go towards meeting) the loss suffered by the landlord in respect of such breach,
- (d) all proper legal costs and other fees and expenses properly incurred by the landlord in enforcing the terms of the Lease or the rent deposit deed,

together in each case with an amount equal to such VAT as is or would have been properly chargeable thereon

Addendum 3/4

3 Names, addresses and description of the mortgages or persons entitled to the charge (continued)

Lionbrook Property Partnership Nominee No 3 Limited (registered in Scotland under number SC113057) each of whose registered office is at Semple Fraser WS, 80 George Street, Edinburgh, Midlothian EH2 3BU

Addendum 4/4

4 Short particulars of all the property mortgaged or charged (continued)

Company number

06132417

Name of company

*insert full name
of Company

* HF Group Acquisitionco Limited



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. 6132417
CHARGE NO. 18**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A RENT DEPOSIT DEED DATED 14
MAY 2008 AND CREATED BY HF GROUP ACQUISITION CO
LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME
DUE FROM THE COMPANY TO LIONBROOK PROPERTY
PARTNERSHIP NOMINEE NO 1 LIMITED 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 22
MAY 2008

GIVEN AT COMPANIES HOUSE, CARDIFF THE 28 MAY 2008

THIS CERTIFICATE
HAS BEEN AMENDED
BY NEW CERTIFICATE
DATED 6-6-08.



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. 6132417
CHARGE NO. 18**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A RENT DEPOSIT DEED DATED 14
MAY 2008 AND CREATED BY HF GROUP ACQUISITIONCO
LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME
DUE FROM THE COMPANY TO LIONBROOK PROPERTY
PARTNERSHIP NOMINEE NO 1 LIMITED AND LIONBROOK
PROPERTY PARTNERSHIP NOMINEE NO 3 LIMITED 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 22 MAY 2008

GIVEN AT COMPANIES HOUSE, CARDIFF THE 6 JUNE 2008



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES