

COMPANIES FORM No. 395**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.**

Pursuant to section 395 of the Companies Act 1985

00K00107

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

For official use

Company number

[12]

06218832

Name of company

* UPP Group Limited (the "**Company**")

Date of creation of the charge

17 April 2008

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

Bank account charge dated 17 April 2008 between Barclays Bank PLC as security trustee ("**Security Trustee**") and the Company (the "**Bank Account Charge**").

All defined terms not defined in the body of this form are defined in the attached Schedule 1

Amount secured by the mortgage or charge

All obligations owing to the Security Trustee (for and on behalf of the lenders under a facility agreement dated 17 April 2008 between, among others, the Borrower, the lenders and the Security Trustee ("**Facility Agreement**") under or pursuant to the Finance Documents by UPP Plymouth Three Limited ("**Borrower**") in respect of the Subordinated Loan Bridge Facility ("**Secured Obligations**") to the extent of and up to the maximum amount of the credit balance from time to time on the bank account subject to the Bank Account Charge together with all rights, benefits and proceeds in respect thereof.

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

Barclays Bank PLC, 1 Churchill Place, Canary Wharf, London (as Security Trustee for and on behalf of the lenders under the Facility Agreement)

Postcode E14 5HP

Presentor's name address and reference (if any)

Clifford Chance LLP
10 Upper Bank Street
London
E14 5JJ
via CH London Counter
RES/JDZB/70-40343766

Time critical reference

RES/JDZB/70-40343766

For official Use (02/00)

Mortgage Section

Post room

THURSDAY



LD3

24/04/2008

305

COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

The Company charges the following assets in favour of the Security Trustee (for and on behalf of the lenders under the Facility Agreement) with full title guarantee and by way of first fixed charge

(1) The UPP Group P3 sub debt account with account number 83522334 maintained with Barclays Bank PLC at the Richmond and Twickenham Branch, 8 George Street, Richmond, Middlesex TW19 1JU (sort code 20-72-17) and any renewal or redesignation thereof ("**Account**"), and

(11) The credit balance from time to time on the Account and all rights, benefits and proceeds thereof ("**Deposit**")

The Bank Account Charge contains a negative pledge

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 Clifford Chance LLP Date 24 April 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

Schedules to Form 395 relating to the Bank Account Charge entered into by UPP Group Limited (Company No: 06218832)

SCHEDULE 1

DEFINITIONS

"Finance Documents" means the Senior Finance Documents, the Intercompany Loan Agreements and the Subordinated Documents

"Intercompany Loan Agreements" means

(a) the intercompany loan agreement entered into between the Borrower and UPP (Plymouth) Limited and dated on or around the date of the Facility Agreement;

(b) the intercompany loan agreement entered into between the Borrower and UPP (Plymouth Two) Limited and dated on or around the date of the Facility Agreement, and

(c) the intercompany loan agreement entered into between the Borrower and UPP James Square Plymouth Limited and dated on or around the date of the Facility Agreement,

in each case by which proceeds of the base credit facility are lent to the relevant obligor by the Borrower

"Subordinated Documents" means the following documents related to the Facility Agreement and the deed of subordination that the Borrower executed in relation to the Facility Agreement. the instrument, the loan notes, the subordinated security documents, the subscription letter and any other documents entered into pursuant thereto

"Subordinated Loan Bridge Facility" means a sterling term loan facility in a maximum aggregate amount of £2,506,307, which is provided to the Borrower as part of the facilities made available by the lenders pursuant to the Facility Agreement

"Senior Finance Documents" means the Facility Agreement, together with the following related documents: the deed of subordination, the security documents, the fee letter, the Bank Account Charge in respect of which this Form 395 is being filed, any documentation entered into or to be entered into pursuant to or in connection with the hedging arrangement and any other document designated as such by Barclays Bank PLC and the Borrower.



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

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

COMPANY NO. 6218832
CHARGE NO. 2

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A BANK ACCOUNT CHARGE DATED
17 APRIL 2008 AND CREATED BY UPP GROUP LIMITED FOR
SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE
COMPANY TO BARCLAYS BANK PLC (AS SECURITY TRUSTEE
FOR AND ON BEHALF OF THE LENDERS UNDER THE FACILITY
AGREEMENT) 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 24 APRIL 2008

GIVEN AT COMPANIES HOUSE, CARDIFF THE 30 APRIL 2008

L/C
SN



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES