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COMPANIES FORM No. 395

129002/20

2

Particulars of a mortgage or charge

395

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

CHFP025

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

13

05062002

Name of company

*
Wandsworth Southside Trustee Limited (the "New Chargor")

Date of creation of the charge

13 April 2004

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

Deed of Accession and Supplemental Debenture made between the New Chargor (1), the Existing Chargor (2) and the Agent (3) (the "Deed of Accession and Supplemental Debenture")

Amount secured by the mortgage or charge

Please see the attached schedule 1

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

ING BHF-BANK Aktiengesellschaft, London Branch
61 Queen Street,
London
(the "Agent")
Postcode EC4R 1AF

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

Taylor Wessing
Carmelite, 50 Victoria
Embankment, Blackfriars,
London, EC4Y 0DX

For official Use
Mortgage Section



PMD *PGR1108Y* 0456
COMPANIES HOUSE 30/11/04
A09 *A3AB0UAD0M 0415
COMPANIES HOUSE 21/05/04
LD2 *LDRAIUPB* 0414
COMPANIES HOUSE 30/04/04

R ID

Time critical reference
BHF-1-214/New

Short particulars of all the property mortgaged or charged

Please see the attached schedule 2

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

Taylor Wesley

Date

29-04-01

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:-
Companies House, Crown Way, Cardiff CF14 3UZ

Definitions

Except as defined in the Form 395 and schedules, capitalised terms shall have the meaning given to them in the Debenture.

"Debenture" means a debenture dated 8 March 2000 made between Existing Chargor (1) and the Agent (2);

"Existing Chargor" means Wandsworth GP Limited acting (1) for itself and (2) as general partner on behalf of Wandsworth LP, a limited partnership constituted under the Limited Partnership Act 1907 (LP 6677);

SCHEDULE 1- Amount secured by the mortgage or charge

All or any of the present or future, actual or contingent obligations or liabilities of the New Chargor owed or expressed to be owed to the Agent and/or the Beneficiaries or any of them under any Finance Documents.

(the **"Secured Obligations"**)

SCHEDULE 2- Short particulars of all the property mortgaged or charged

1. Acknowledgement of Existing Fixed Security

The New Chargor acknowledged and acceded to the prior rights of the Agent over the Property as legal mortgagee pursuant to clause 3.1(a) of the Debenture and agrees to be bound by the terms of and shall observe and perform the obligations of the Existing Chargor in that legal mortgage.

2. Further Fixed Security

As security for the payment of the Secured Obligations the New Chargor with full title guarantee charges to the Agent its interests in all present and future property on the terms set out in Clauses 3.1(b),(c), (d), (e), (f), (g), (h) and (i) of the Debenture as set out in the certified copy of the Debenture.

For the purposes of construing Clause 6.1 of the Deed, capitalised terms which appear in the Debenture including without limitation Investment, Intellectual Property and Designated Account shall be taken as referring to the property of the New Chargor.

3. Floating Security

As continuing security for the payment of the Secured Obligations the New Chargor charges to the Agent as trustee for the Beneficiaries by way of floating charge with full title guarantee the whole of its existing and future undertaking and property to

the extent not otherwise at any time subject to any fixed charge in favour of the Agent.

The Agent may at any time by written notice to the Existing Chargor convert the floating charge created under Clause 7.1 into a fixed charge as regards any property specified in the notice if any condition set out in clause 4.1(a) or 4.2(b) of the Debenture is fulfilled.

4. Negative Covenants

The New Chargor will not except with the prior written consent of the Agent or as expressly permitted pursuant to the provisions of the Finance Documents:

- (a) sell, transfer, lease or otherwise dispose or purport or agree to dispose of any interest in or lend or grant any licence or other right over any Charged Property charged by way of fixed charge under this deed;
- (b) save in the ordinary course of business and for full consideration in money or money's worth sell, transfer, lease or otherwise dispose of any interest in or lend or grant any licence or other right over any of the property charged by way of floating charge under this deed;
- (c) enter into, create or permit to subsist any Encumbrance over any Charged Property save for a Permitted Encumbrance; or
- (d) redeem or purchase its own shares or provide financial assistance for such purposes or pay any dividend.

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

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

COMPANY No. 05062002

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEED OF ACCESSION AND SUPPLEMENTAL DEBENTURE DATED THE 13th APRIL 2004 AND CREATED BY WANDSWORTH SOUTHSIDE TRUSTEE LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO ING BHF-BANK AKTIENGESELLSCHAFT, LONDON BRANCH (THE AGENT) AND/OR THE BENEFICIARIES 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 30th APRIL 2004.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 25th MAY 2004.

GRH
P



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES