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in black type, or
bold block lettering

* insert full name
of Company

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.

Pursuant to section 395 of the Companies Act 1985

628528/26
395

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

For official use

8

Company number

2366665

Name of company

South West Water Limited, whose registered office is at Peninsula House, Rydon Lane, Exeter EX2 7HR (the **Lessee**)

Date of creation of the charge

21 December 2007

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

Deposit Agreement and Deed of Assignment dated 21 December 2007 between the Lessor, the Lessee and the Account Bank relating to a lease agreement dated 30 November 2000, as amended and restated on 20 December 2002 (the **Deposit Agreement**)

Amount secured by the mortgage or charge

Any and all monies, debts, liabilities and obligations (whether actual or contingent, whether existing on 21 December 2007 or thereafter arising, whether or not for the payment of money, and including, without limitation, any obligation or liability to pay damages) which were on 21 December 2007 or which may at any time and from time to time thereafter be or become due, owing, payable or incurred or be expressed to be due, owing, payable or incurred from or by the Lessee to the Lessor under or resulting from a breach of any of the Lease and the other Lease Documents to which the Lessee is or may become a party or the transactions contemplated thereby (the **Secured Obligations**)

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

W & G Industrial Leasing Limited, company number 1150276 whose registered office is at The Quadrangle, The Promenade, Cheltenham, Gloucestershire (the **Lessor**)

Postcode GL50 1PX

Presentor's name address and
reference (if any)

Denton Wilde Sapte LLP
One Fleet Place
London EC4M 7WS

REF/WTG/GRK/70001 00331

Time critical reference

For official Use (02/00)

Mortgage Section

MONDAY



LD2 07/01/2008 168
COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

Pursuant to clause 3 1 of the Deposit Agreement, the Lessee assigned and agreed to assign the Deposit (the **Assigned Property**) to the Lessor absolutely with full title guarantee

Pursuant to clause 13 1 of the Deposit Agreement, the Lessee undertook that it will not, at any time during the Security Period, sell, assign, transfer or otherwise dispose of or deal with or purport to sell, assign or transfer (by operation of law or otherwise) or otherwise dispose of or deal with the Assigned Property or created or suffer to create any Lien upon or with respect to any of the Assigned Property other than the security created by the Deposit Agreement

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

Signed

Denton Wilde Sayre LLP

Date

7 January 2008

On behalf of [company] mortgagee†

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

Notes

† delete as appropriate

- 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

2366665

Name of company

* insert full name
of company

* South West Water Limited

Definitions

Account means the Sterling account no 31282987 held in the name of the Lessee with the Account Bank at RBS Corporate Banking Office, London branch and such other head-office, money or treasurer's deposit account or other successor account to which funds from the aforesaid account are transferred at the discretion of the Account Bank and the expression **Account** shall also be construed in accordance with clause 3.3 of the Deposit Agreement

Account Bank means The Royal Bank of Scotland plc, a public limited liability company incorporated under the laws of Scotland with registered number SC090312 having its registered office at 36 St Andrew's Square, Edinburgh EH2 2YB

Deposit means all or any of the amounts on 21 December 2007 or from time to time after that date deposited by or on behalf of the Lessee to the credit of the Account, and all other amounts which at any such time may be standing to the credit of the Account, including all accrued interest accrued and together with all interest accruing from time to time on any of those amounts and all rights of the Lessee in respect of all those amounts or the Account

Lease means the lease agreement dated 30 November 2000 between the Lessor and the lessee relating to certain plant and machinery as amended and restated by an amendment and restatement agreement dated 20 December 2002 between the Lessor and the Lessee and as the same may be further amended, restated, supplemented or novated from time to time

Lease Documents has the meaning given to it in the Lease

Lien means any mortgage, pledge, charge, encumbrance, lease, lien, statutory right in rem, distress, attachment, claim or other security interest of whatever kind

Security Period means the period commencing on 21 December 2007 and ending on the date of the irrevocable and unconditional payment or discharge in full of the Secured Obligations

Sterling means the lawful currency for the time being of the United Kingdom

M395 Continuation Sheet

Company number

2366665

Name of company

* insert full name
of company

* South West Water Limited

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No 02366665

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEPOSIT AGREEMENT AND DEED OF ASSIGNMENT DATED THE 21st DECEMBER 2007 AND CREATED BY SOUTH WEST WATER LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO W&G INDUSTRIAL LEASING 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 7th JANUARY 2008

GIVEN AT COMPANIES HOUSE, CARDIFF THE 10th JANUARY 2008

p. Ger



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES