

120656/13

M**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.

CHWP000

Pursuant to section 395 of the Companies Act 1985

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

*insert full name of Company

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

For official use Company number

5 2558329

Name of company

TWI Technology Limited

Date of creation of the charge

17 December 2008

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

Deed of Charge (the "Charge").

Amount secured by the mortgage or charge

All monies and liabilities for the time being (whether on or at any time after demand) due, owing or incurred by the Partnership to the Lender under or in connection with the Facility Letter and so that (without double-counting) interest shall accrue on any amount demanded under clause 2.1 of the Charge at the rate specified in and in accordance with clause 5.4 of the Facility Letter, provided that the maximum liability of the Company under the Charge shall not exceed the amount of such of its undertaking and assets as are charged to the Lender pursuant to the Charge being (the "**Secured Obligations**").

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

MEPC (1946) Limited
4th Floor
Lloyds Chambers
1 Portoken Street
London

Postcode: E1 8LW

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

Berwin Leighton Paisner LLP
Adelaide House
London Bridge
London, EC4R 9HA
DX 92 London
Tel: 020 7760 1000
Ref: Legal.7636050.2/AREF/H1028/55

For official Use (02/06)
Mortgage Section

Post room

MONDAY



LD3

22/12/2008
COMPANIES HOUSE

307

Short particulars of all the property mortgaged or charged

Please do not write
in this margin

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

- (a) By way of first fixed charge:
- (i) any and all beneficial or equitable interest which is or may become at any time vested in the Company in or over all or any part of the Property and all buildings, structures, trade fixtures plant and machinery at any time on it and all improvements and additions to it; and
 - (ii) all of its right, title, benefit and interest in and to all contracts, agreements, or warranties to which the Company is for the time being a party.
- (b) By way of floating charge, all the assets described in paragraph (a) above if and insofar as the fixed charge on them or on any part of them contained in the Charge shall for any reason be ineffective as a fixed charge.

Particulars as to commission allowance or discount (note 3)

Nil

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

Signed *Burnin Leighton Pwllner LLP* Date December 2008

*delete as
appropriate

On behalf of chargee

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 Order are to be made payable to **Companies House**.
6. The address of the Registrar of Companies is: Companies House, Crown Way, Cardiff CF14 3UZ.

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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)

Company Number

2558329

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

Name of Company

TWI Technology Limited

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

NOTES:

- 1 The Charge provides that each Chargor jointly and severally covenants that, save as permitted under the Facility Letter or with the prior written consent of the Lender, it shall not:
 - (a) Create, incur or permit to subsist any Security Interest (other than any Security Interest in favour of the Lender) over any of the Charged Assets; or
 - (b) Otherwise than in accordance with clause 5.1.5(b) of the Trustee Debenture and/or (as the case may be) the provisions of the Partnership Agreement as in force as at the date of the Charge (in which case the proceeds of such sale, transfer, lease or other disposal shall be applied in the first instance to the reduction or discharge of the Secured Obligations), sell, transfer, lease or otherwise dispose of any of the Charged Assets, or share or part with possession of the Property, or agree to do any of the same.
- 2 The Charge contains or incorporates the following definitions:

"Charged Assets" means all such property and assets of the Chargors as are mortgaged or charged to the Lender pursuant to the Charge.

"Chargor" means any one or more of TWI Technology Limited, Icen Investments LLP and Granta Park Limited and **"Chargors"** shall be construed accordingly.

"Company" means TWI Technology Limited including its successors, transferees and assigns whether immediate or derivative.

"Facility Letter" means the facility letter dated 17 December from the Lender to the Partnership.

"Lender" means MEPC (1946) Limited of 4th Floor, Lloyds Chambers, 1 Portsoken Street, London E1 8LW including its successors, transferees and assigns whether immediate or derivative.

"Partnership" means the Granta Park Partnership formed pursuant to an agreement dated 14 November 1997 between Icen Estates Limited (i), TWI Technology Limited (ii) and Granta Park Limited (iii) (the **"Partnership Agreement"**).

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

"Property" means the property described in the Schedule below, together with all buildings, structures, trade fixtures and fixed plant and machinery at any time on it and all improvements and additions to it and (where the context permits) includes each or any part of it.

"Security Interest" means any mortgage, pledge, lien, charge (whether fixed or floating), assignment by way of security, right of set-off, or any other encumbrance or preferential arrangement having an effect analogous to the creation of security..

"Trustee" means Granta Park Limited of 4th Floor, Lloyds Chambers, 1 Portsoken Street, London E1 8LW.

"Trustee Debenture" means a mortgage debenture dated on or about the date of the Charge between the Trustee (i) and the Lender (ii).

**The Schedule
The Property**

All that the following freehold land at Granta Park, Great Abington, South Cambridgeshire, Cambridgeshire:

- | | |
|----|---|
| 1 | Title No. CB194676 – Land on the north side of Pampisford Road; |
| 2 | Title No. CB197761 – Land on the north side of Pampisford Road; |
| 3 | Title No. CB210707 – Land lying to the north east of Pampisford Road; |
| 4 | Title No. CB279357 – Land at Granta Park Great Abington; |
| 5 | Title No. CB238539 – Land adjoining the Welding Institute, Great Abington; |
| 6 | Title No. CB303639 – Land lying to the north of the Welding Institute, Granta Park, Great Abington; |
| 7 | Title No. CB279115 – Land at Abington Hall, Abington; |
| 8 | Title No. CB279137 – South Lodge, Pampisford Road, Abington; |
| 9 | Title No. CB117396 – The Gatehouse, Pampisford Road, Abington; |
| 10 | Title No. CB221610 – Land on the south side of Pampisford Road, Great Abington. |

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binding margin

Particulars of a mortgage or charge (continued)

Continuation sheet No 2
to Form No 395 and 410 (Scot)

Company Number

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

2558329

Name of Company

TWI Technology Limited

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

Please do not
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binding margin

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

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



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

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

COMPANY NO. 2558329
CHARGE NO. 5

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A DEED OF CHARGE DATED 17
DECEMBER 2008 AND CREATED BY TWI TECHNOLOGY
LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME
DUE FROM THE PARTNERSHIP TO MEPC (1946) 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 DECEMBER 2008

GIVEN AT COMPANIES HOUSE, CARDIFF THE 23 DECEMBER
2008

DY
NM



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES