

M

COMPANIES FORM No. 395

607123/13

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

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

118

02904587

Name of company

insert full name
of Company

* NETWORK RAIL INFRASTRUCTURE LIMITED

Date of creation of the charge

17 January 2008

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

Conveyance made between BRB (Residuary) Limited and the above company relating to land at Euston Road, Bangor (more particularly described in the instrument and referred to below as 'the Property')

Amount secured by the mortgage or charge

Sums payable under paragraph 3 of the Third Schedule to the instrument. These comprise sums provided for by paragraphs 4 and 6 together with value added tax, payable upon the happening of each Chargeable Event, and also the reasonable costs of BRB (Residuary) Limited in connection with notices and other matters arising under that Schedule. For these purposes a Chargeable Event is either a disposition (made within 25 years of the date of the instrument) with the benefit of planning permission for development of the Property (or part) for a purpose other than as a railway freight site or else the start of implementation of such a planning permission by the company or persons deriving title through or under it within that 25-year period. The sums payable under paragraph 4 depend on whether the Chargeable Event is a disposition or start of implementation. If a disposition, the sum payable under paragraph 4 is 50% of the difference between the capital value receivable in respect of the Chargeable Event and the capital value that would have been receivable without the benefit of any such planning permission or any [continued on continuation sheet]

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

BRB (RESIDUARY) LIMITED (company registration number 4146505) whose registered office is at Whittles House, 14 Pentonville Road, London

Postcode N1 9HF

Presentor's name address and
reference (if any)

Thomas Eggar LLP
76 Shoe Lane
London
EC4A 3JB

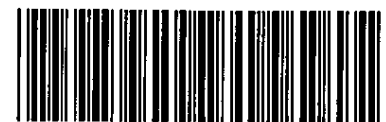
CCN/0468/45037587

Time critical reference

For official Use (06/2005)
Mortgage Section

Post room

TUESDAY



APLYMWKK

A16

22/01/2008

328

COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

Land at Euston Road, Bangor more particularly described in the instrument

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)

None

Signed

Thomas Eggo LLP

Date 21 January 2008

On behalf of ~~XXXXXXXXXXXXXXXXXX~~ [chargee] † BRB (Residuary) Limited

*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

CHWP000

Please do not
write in this
binding margin

COMPANIES FORM No. 395 (Cont.) AND FORM No. 410 (Scot)(Cont.)

Particulars of a mortgage or charge
(continued)

Continuation sheet No ¹
to Form No 395 and 410 (Scot)

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

Company number

02904587

Name of company

NETWORK RAIL INFRASTRUCTURE LIMITED

Limited *

* delete if
inappropriate

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

prospect that it may be obtained. If the start of implementation, then the sum payable under paragraph 4 is 50% of the difference between the open market value of the Property (or part) as at the date of the Chargeable Event with the benefit of the planning permission and without the benefit of such planning permission (or any prospect that it may be obtained).

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

Paragraph 6 provides additionally for interest to be payable at the rate of 4% above the base lending rate of The Royal Bank of Scotland Plc or (if that rate ceases to be ascertainable) at such rate as BRB (Residuary) Limited prescribes as reasonably equivalent.

Please do not
write in this
binding margin

Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)

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

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

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No 02904587

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A CONVEYANCE DATED THE 17th JANUARY 2008 AND CREATED BY NETWORK RAIL INFRASTRUCTURE LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO BRB (RESIDUARY) 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 22nd JANUARY 2008

GIVEN AT COMPANIES HOUSE, CARDIFF THE 24th JANUARY 2008

P. Meel



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES