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CHFP041

Please do not
write in
this marginPlease complete
legibly, preferably
in black type or
bold block
lettering* Insert full name
of company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

046796/247

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

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

For official use Company number

2

02942424

Name of company

Regus Manchester Limited (the "Chargor")

Date of creation of the charge

24 March 2009

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

A Security Agreement dated 24 March 2009 (the "Security Agreement") made between the Chargor and Regus No.1 S.à r.l. (acting by its US finance branch) (the "Chargee").

Amount secured by the mortgage or charge

All present and future obligations and liabilities (whether actual or contingent and whether owed jointly or severally or in any other capacity whatsoever) of the Chargor to the Chargee under the Finance Documents together with all costs, charges and expenses incurred by the Chargee in connection with the protection, preservation or enforcement of its respective rights under the Finance Documents (the "Secured Liabilities").

"Finance Documents" means the intra-group facility agreement dated 22 December 2008 made between the Chargor and other group companies as borrowers and the Chargee as lender, and the Security Agreement.

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

Regus No.1 S.à r.l., US Finance Branch, of 5305 Dallas Parkway, Suite 1400, Addison, TX.

Postcode 75001

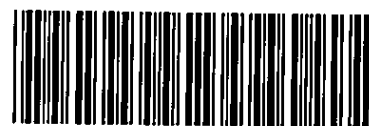
Presenter's name, address and
reference (if any):

Attn: Jennifer Thorne
Sidley Austin LLP
25 Basinghall Street
London, EC2V 5HA
EP/38221-30020

Time critical reference

For official use (02/2006)
Mortgage Section

THURSDAY



L88LC8HN

LD2

26/03/2009

274

COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

Pursuant to clause 2.2 of the Security Agreement, the Chargor has charged, by way of a first floating charge all of its assets, book debts, credit balances, interests in all shares, stocks, debentures, bonds, warrants, coupons or other securities and investments owned or thereafter acquired by it or held by any nominee on its behalf, any letter of credit issued in its favour or bill of exchange or other negotiable interest held by it, and all other rights and assets whatsoever and wheresoever.

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

Particulars as to commission allowance or discount (note 3)

Signed GA Forcher on behalf of Sidley Date 26 March 2009

On behalf of [company] [mortgagee/chargee] + Austin LLP

† 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 are to be made payable to **Companies House**.
6. The address of the Registrar of Companies is:- Companies House, Crown Way, Cardiff CF4 3UZ.



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. 2942424
CHARGE NO. 2**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A SECURITY AGREEMENT DATED 24
MARCH 2009 AND CREATED BY REGUS (MANCHESTER)
LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME
DUE FROM THE COMPANY TO REGUS NO.1 S.A R.L. ON ANY
ACCOUNT WHATSOEVER 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 26 MARCH
2009

GIVEN AT COMPANIES HOUSE, CARDIFF THE 30 MARCH 2009

PDm



Companies House
— for the record —



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**