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CHFP025

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Please 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

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

13

3437350

Name of company

* FINSBURY PARK MORTGAGE FUNDING LIMITED (the "Borrower")

Date of creation of the charge

22 March 2007

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

FACILITY AGREEMENT AMENDMENT LETTER ("Letter"), dated 22 March 2007, amending certain definitions contained in the Credit Facility Agreement (originally dated 13 May 1999 as amended and restated from time to time) ("Facility Agreement"), such definitions being incorporated into the Deed of Charge originally dated 11 January 2002, as amended on 24 July 2003 and 14 November 2006 ("Deed of Charge")

Amount secured by the mortgage or charge

(4)
10
The aggregate of all indebtedness, liabilities and obligations which are as at 11 January 2002 or may at any time thereafter be due, owing or incurred in any manner whatsoever to the Secured Creditors whether actually or contingently, pursuant to the Facility Documents, whether solely or jointly with another person, whether as principal or surety and whether or not the Secured Creditors shall have been an original party to the relevant transaction and in whatever currency denominated ("Secured Obligations")

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

MORGAN STANLEY MORTGAGE SERVICING LIMITED (the "Security Trustee" or "Lender's Agent")
of 20 Cabot Square, Canary Wharf, London

Postcode EC4 4QA

Presenter's name address and
reference (if any)

DLA Piper UK LLP
3 Noble Street
London
EC2V 7EE
Contact Jamie Tredgold
311311 120003 13479845

Time critical reference

For official Use (02/06)
Mortgage Section

Post room

TUESDAY



AE743OE4

A35

03/04/2007

527

COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

As a result of certain amendments made to the Facility Agreement by the Letter

- 1) the KMC Prime (1st) Collections Account and the KMC Prime (1st) Deposit Account are both included within the definition of "Accounts" in the Facility Agreement,
- 2) the KMC Prime (1st) Collection Trust Account is included within the definition of "Collection Trust Accounts" in the Facility Agreement, and
- 3) each of the above accounts is therefore included within the definition of "Accounts" in the Deed of Charge for all purposes

For full details of how each of the Accounts (and the monies standing to the credit of each of them from time to time) are assigned /charged by the Borrower in favour of the Security Trustee, please see the form M395 filed in respect of the Deed of Charge on 24 November 2006

Please do not write in this margin

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

7
95

Particulars as to commission allowance or discount (note 3)

N/A

Signed

DHA Piper UK LLP

Date

2 APRIL 2007

On behalf of ~~XXXXXXXX~~ [mortgagee/chargee] †

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**

3437350

Name of company

*insert full name
of Company

* FINSBURY PARK MORTGAGE FUNDING LIMITED (the "Borrower")

Addendum 1/4

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

Addendum 2/4

2 Amount due or owing on the mortgage or charge (continued)

In this form

"**Account Bank**" means Barclays Bank PLC, 1 Churchill Place, London, E14 5HP sort code 20-19-90, or such other bank as the Borrower may designate with the prior written approval of the Lender's Agent,

"**FML Agent**" means Kenisngton Mortgage Company Limited,

"**KMC Prime (1st) Collections Account**" means the bank account numbered 20992992, sort code 20-19-90, held by the Borrower with the Account Bank, designated Finsbury Park Mortgage Funding Limited (KMC KMC Special Prime) Collection Account, or such other account as the Borrower may designate with the prior written consent of the Lender's Agent,

"**KMC Prime (1st) Collection Trust Account**" means the bank account numbered 60055395, sort code 20-19-90, held by the FML Agent with the Account Bank, designated KMC Limited (FPM KMC Special Prime) Collections Account, or such other account designated by the Borrower with the prior written consent of the Lender's Agent,

"**KMC Prime (1st) Deposit Account**" means the bank account numbered 30485896 sort code 20-19-90, held by the Borrower with the Account Bank, designated Finsbury Park Mortgage Funding Limited (KMC KMC Special Prime) Deposit Account, or such other account designated by the Borrower with the prior written consent of the Lender's Agent, and

"**Secured Creditors**" and "**Facility Documents**" each have the meaning given to such terms in the Form M395 filed in respect of the Deed of Charge on 24 November 2006

Addendum 3/4

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

M395 Continuation

Company number

3437350

Name of company

*insert full name
of Company

* FINSBURY PARK MORTGAGE FUNDING LIMITED (the "Borrower")

Addendum 4/4

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

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No 03437350

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A FACILITY AGREEMENT AMENDMENT LETTER DATED THE 22nd MARCH 2007 AND CREATED BY FINSBURY PARK MORTGAGE FUNDING LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE TO THE SECURED CREDITORS 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 3rd APRIL 2007

GIVEN AT COMPANIES HOUSE, CARDIFF THE 11th APRIL 2007

Handwritten signature: Rangel



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —