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COMPANIES FORM No 395

Particulars of a mortgage or charge

395

CHFP000

A fee of £10 is payable to Companies House in respect of each register entry for the 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

18

3437350

Please do not write
in this margin
Please complete
legibly, preferably
in black type or
bold block lettering

*insert full name of
company

Name of Company

* Finsbury Park Mortgage Funding Limited (the "Company")

Date of creation of the charge

25 September 2003

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

A buy back deed (the "**Buy Back Deed**") dated 25 September 2003 and made between the Company and Residential Mortgage Securities 16 plc (the "Issuer")

Amount secured by the mortgage or charge

All monies and other liabilities now or at any time hereafter becoming due or owing by the Company to the Issuer under or pursuant to Clause 8 of the DAC/RMS 16 Mortgage Sale Agreement (the "Obligations").

(For definitions please see the Master Definitions Schedule dated 25 September 2003 appended hereto as Schedule 2).

Name and address of the mortgagees or persons entitled to the charge

Residential Mortgage Securities 16 plc whose registered office is at One Silk Street, London

Postcode

EC2Y 8HQ

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

Linklaters
One Silk Street
London EC2Y 8HQ
Tel: 020 7456 2000

Ref: SHXR

Please return
via
CH London Counter

For official Use
Mortgage Section

Post room



Time critical reference

Short particulars of all the property mortgaged or charged

Please see Schedule 1

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

L. M. Jones

Date

1/10/2003

On behalf of company

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† Delete as appropriate

Note

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 including 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. Cheques and Postal Orders are to be made payable to **Companies House**.
6. The address of the Registrar of Companies is:-

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Short particulars of all the property mortgaged or charged

1 Assignment

- 1.1** The Company by way of security for the payment and discharge of the Obligations assigns to the Issuer with full title guarantee the Company's rights to serve a Notice of Drawdown and receive all moneys payable to the Company in respect thereof and to apply the same in satisfaction of the Obligations, all rights of the Company to compel performance thereof, all other rights enabling the Company to enforce any such claims directly or related to such payment and all other remedies, rights, interests and benefits whatsoever accruing to or for the benefit of the Company thereunder or in respect thereof (hereafter collectively referred to as the "**Secured Assets**").

2 Representations, Covenants and Negative Pledge

- 2.1** The Company hereby represents to the Issuer and undertakes that:

- 2.1.1** it is the sole, lawful and beneficial owner of the Secured Assets free from mortgages, charges or other encumbrances and has a good right to assign the same;
- 2.1.2** it has and will at all times have the necessary power to enable it to enter into and perform the obligations expressed to be assigned by it under the Buy Back Deed;
- 2.1.3** the Buy Back Deed constitutes its legal, valid and binding obligation and is an effective security over the Secured Assets and every party thereof; and
- 2.1.4** all necessary authorisations to enable or entitle the Company to enter into the Buy Back Deed have been obtained and are in full force and effect and will remain in full force and effect at all times during the subsistence of the Buy Back Deed.

Name of Company

Finsbury Park Mortgage Funding Limited (the "Company")

Company Number

3437350

Short particulars of all the property mortgaged or charged

Schedule 2 "Master Definitions Schedule"

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 BUY BACK DEED DATED THE 25th SEPTEMBER 2003 AND CREATED BY FINSBURY PARK MORTGAGE FUNDING LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO RESIDENTIAL MORTGAGE SECURITIES 16 PLC 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 2nd OCTOBER 2003.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 7th OCTOBER 2003.

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THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —