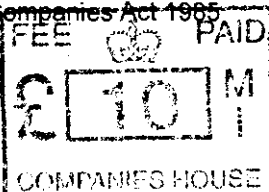


**COMPANIES FORM No. 395****Particulars of a mortgage or charge****395**

A fee of £10 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



3467430

Name of company

\* EARLPRESS LIMITED (the "Company")

Date of creation of the charge

31 January 2002

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

Debenture dated 31 January 2002 entered into between the Chargor (defined in schedule) and BOS (defined below) (the "Debenture")

Amount secured by the mortgage or charge

All or any monies and liabilities which will for the time being (and whether on or at any time after demand) be due, owing or incurred in whatsoever manner to BOS by the Chargor, whether actually or contingently, solely or jointly and whether as principal or as surety and whether or not BOS shall have been an original party to the relevant transaction, and including interest, discount, commission and other lawful charges or expenses which BOS may in the course of its business charge or incur in respect of any of those matters or for keeping the Chargor's account, and so that interest shall be computed and compounded according to the usual BOS rates and practice as well as before any demand made or decree obtained under the Debenture.

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

The Governor and Company of the Bank of Scotland ("BOS")  
Corporate Banking - East Anglia  
3rd Floor, 24 Hills Road  
Cambridge

Postcode CB2 1JW

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

Eversheds  
Daedalus House  
Station Road  
Cambridge  
CB1 2RE

082564.010031.135153

Time critical reference

For official Use  
Mortgage Section

Post room



A15  
COMPANIES HOUSE

0854  
12/02/02

Short particulars of all the property mortgaged or charged

The undertaking property and assets of the Company as specified in the attached schedule.

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)

NIL

Signed

*Eversheds*

Date

*11.2.02*

On behalf of ~~XXXXXX~~ [company] ~~XXXXXX~~ [mortgagee/chargee] †

A fee of £10 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 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 CF14 3UZ

## Schedule of Charges

contained in a Debenture in favour of BoS dated 31 January 2002

1. By way of legal mortgage the Company's interest in all the freehold and leasehold property described in the Schedule (the "Property") now vested in it whether or not the title to the Property is registered at H.M. Land Registry together with all present and future buildings, fixtures (including trade and tenant's fixtures), plant and machinery which are at any time on the Property.
2. By way of fixed charge all present and future interests of the Company in or over the Property or the proceeds of sale of it and all present and future licences of the Company to enter upon or use the Property and the benefit of all other agreements relating to then Property to which it is or may become party or otherwise entitled and all fixtures (including trade and tenant's fixtures), plant and machinery which are at any time on the Property.

### **In this Form 395:**

"Chargor" means the Partnership acting through the General Partner;

"General Partner" means Desborough (General Partner) Limited;

"Partnership" means the partnership established by the Partnership Deed registered under the name The Second Special Land Opportunities Fund No. 5 LP acting through the General Partner;

"Partnership Deed" means the limited partnership agreement dated 14 January 2002 between the General Partner, the Company and other limited partners, pursuant to which the Partnership was established.

## The Schedule

County and District (or London Borough)	Title No.(s) (if registered land)	Address or Description
Northamptonshire	Part of the land registered under title number NN215163	Freehold property on the north west side of Pipewell Road, Desborough, Northampton
Northamptonshire	Not registered	Freehold property on the north west side of Pipewell Road, Desborough, Northamptonshire

FILE COPY



## CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03467430

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 31<sup>st</sup> JANUARY 2002 AND CREATED BY EARLPRESS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE CHARGOR (AS DEFINED) TO THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND 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 12<sup>th</sup> FEBRUARY 2002.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 14<sup>th</sup> FEBRUARY 2002.



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*

— for the record —

*Handwritten signature/initials*