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legibly, preferably
in black type, or
bold block lettering

* insert full name
of Company

COMPANIES FORM No. 395

AC 004 000 40

Particulars of a mortgage or charge

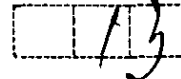
A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge.

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number



3684827

Name of company

* TCS LEASEHOLD INVESTMENTS LIMITED

Date of creation of the charge

2 MAY 2007

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

A Deed of Admission to an Omnibus Guarantee and Set-Off Agreement dated 11 MAY 2007 (the "Agreement")

Amount secured by the mortgage or charge

All moneys and liabilities then due or which might thereafter become due to Lloyds TSB Bank plc (the "Bank") from either the Company or any one or more of the other parties to the Agreement (other than the Bank) being at the date hereof the following companies

(List of companies party to the Agreement)

See Attached

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

Lloyds TSB Bank plc

25 Gresham Street

(30-00-02)

London

Postcode

EC2V 7HN

Presenter's name address and
reference (if any)

Lloyds TSB Bank plc
Gillingham CCSC
PO BOX 72 Bailey Drive
Gillingham Business Park
Kent ME8 0LS

Time critical reference

For official Use (02/06)
Mortgage Section

SATURDAY

Post room



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12/05/2007

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COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

Any sum or sums for the time being standing to the credit of any present or future account of the Company with the Bank

NOTE By Clause 13(e) of the Agreement, the Company agreed that it would not (without the prior written consent of the Bank) assign, mortgage, charge or otherwise confer upon any third party any right, title or interest in or to all or any of the accounts for the time being of the Company with the Bank or any sum or sums standing to the credit of any one or more of such accounts, or agree to do any such thing, or allow any such third party right, title or interest to subsist (except in each case in favour of, or upon, the Bank)

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

Date

11 MAY 2007

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

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 are to be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is Companies House, Crown Way, Cardiff CF14 3UZ.

THE SCHEDULE

<u>Name</u>	<u>Company Number</u>	<u>Registered Office</u>	<u>Date Entered/Admitted</u>	<u>Date Released</u>
✓ Town Centre Securities PLC	623364	Town Centre House, The Merrion Centre, Leeds LS2 8LY	11 th May 2001	
✓ T Herbert Kayes Estate Limited	226678	Town Centre House, The Merrion Centre, Leeds LS2 8LY	11 th May 2001	
✓ TCS Holdings Limited	2271353	Town Centre House, The Merrion Centre, Leeds LS2 8LY	11 th May 2001	
✓ Town Centre Enterprises Limited	221003	Town Centre House, The Merrion Centre, Leeds LS2 8LY	11 th May 2001	
✓ TCS Properties Limited (formerly TCS Finance Limited)	2831154	Town Centre House, The Merrion Centre, Leeds LS2 8LY	11 th May 2001	
✓ TCS Freehold Investments Limited	3684812	Town Centre House, The Merrion Centre, Leeds LS2 8LY	11 th May 2001	
✓ TCS Leasehold Investments Limited	3684827	Town Centre House, The Merrion Centre, Leeds LS2 8LY	11 th May 2001	
TCS (Greenock) Limited	3822757	Town Centre House, The Merrion Centre, Leeds LS2 8LY	11 th May 2001	10 th February 2004
✓ TCS (Bolton) Limited	4104688	Town Centre House, The Merrion Centre, Leeds LS2 8LY	11 th May 2001	
✓ TCS (Residential Conversions) Limited (formerly TCS (Vassalli) Limited)	3946495	Town Centre House, The Merrion Centre, Leeds LS2 8LY	11 th May 2001	✓ 22 nd March 2002
✓ TCS (EX TCCP) Plc (formerly Town Centre Car Parks Limited)	3385312	Town Centre House, The Merrion Centre, Leeds LS2 8LY	21 st June 2001	
✓ TCS (Bothwell Street) Limited	4240551	Town Centre House, The Merrion Centre, Leeds LS2 8LY	4 th September 2001	
✓ TCS (Residential) Limited (formerly TCS (Leyland) Limited)	4249007	Town Centre House, The Merrion Centre, Leeds LS2 8LY	26 th October 2001	

TCS (Residential Conversions) Limited (formerly TCS (Vassalli) Limited)	3946495	Town Centre House, The Merrion Centre, Leeds LS2 8LY	22 nd March 2002	
TCS (Isleworth) Limited	4413343	Town Centre House, The Merrion Centre, Leeds LS2 8LY	10 th July 2002	
TCS (Greenhithe) Limited	4413344	Town Centre House, The Merrion Centre, Leeds LS2 8LY	10 th July, 2002	
TCS (Mill Hill) Limited	4413341	Town Centre House, The Merrion Centre, Leeds LS2 8LY	10 th July, 2002	
TCS (Greenock) Limited	1 4720315	Town Centre House, The Merrion Centre, Leeds LS2 8LY	1 st May, 2003	10 th February 2004
TCS (Greenock) Limited	2 4720308	Town Centre House, The Merrion Centre, Leeds LS2 8LY	1 st May, 2003	10 th February 2004
TCS (Parliament Street 1) Limited	4768830	Town Centre House, The Merrion Centre, Leeds LS2 8LY	11 th February 2004	
TCS (Parliament Street 2) Limited	4768845	Town Centre House, The Merrion Centre, Leeds LS2 8LY	11 th February 2004	
TCS Piccadilly Limited	4317396	Town Centre House, The Merrion Centre, Leeds LS2 8LY	19 th September 2005	
TCS Piccadilly (2) Limited	5113915	Town Centre House, The Merrion Centre, Leeds LS2 8LY	19 th September 2005	
TCS Whitehall Riverside Limited	4329860	Town Centre House, The Merrion Centre, Leeds LS2 8LY	19 th September 2005	
Town Centre Car Parks Limited	5494592	Town Centre House, The Merrion Centre, Leeds LS2 8LY	15 th November 2005	
W Dewsbury Limited	5992544	Town Centre House, The Merrion Centre, Leeds LS2 8LY	4 th January 2007	
Town Centre Securities (Developments) Limited	3946549	Town Centre House, The Merrion Centre, Leeds LS2 8LY	4 th January 2007	

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No 03684827

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEED OF ADMISSION TO AN OMNIBUS LETTER OF SET-OFF DATED 11 MAY 2001 DATED THE 2nd MAY 2007 AND CREATED BY TCS LEASEHOLD INVESTMENTS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY AND/OR ALL OR ANY OF THE OTHER COMPANIES NAMED THEREIN TO LLOYDS TSB BANK PLC 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 12th MAY 2007.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 21st MAY 2007

DDW



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES