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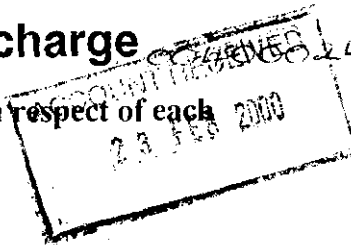
\*Insert full name of  
company

COMPANIES FORM No. 395

## Particulars of a mortgage or charge

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



# 395

To the Registrar of Companies

For official use

Company Number

5

3838084

Name of company

Defence Training Services Limited (the "Company")

Date of creation of the charge

4 February 2000

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

Legal Charge made between the Company (1) and Halifax plc as agent and trustee for itself and each of the other Finance Parties (2) dated 4 February 2000 (the "Legal Charge")

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 Company to any of the Finance Parties under each of the Finance Documents (the "Secured Liabilities")

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

Halifax plc, 33 Old Broad Street, London, EC2N 1HZ as agent and trustee for itself and each of the other Finance Parties (the "Security Agent")

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

Theodore Goddard  
150 Aldersgate Street  
London EC1A 4EJ

Ref: 671/5615.58/171803

For official use

Mortgage Section

Post room



Time critical reference

Under clause 3.1 of the Legal Charge, the Company with full title guarantee charged in favour of the Security Agent (as agent and trustee for itself and each of the other Finance Parties) by way of legal mortgage with the payment or other discharge of the Secured Liabilities all the freehold and/or leasehold property of which a brief description is set out in the Schedule of the Legal Charge together with all buildings, fixed plant and fixed machinery on such property at the date of the Legal Charge and from time to time thereafter.

The Schedule of the Legal Charge refers to all that leasehold property being as to part on the north side of Penny Pot Lane Harrogate North Yorkshire and known as "Hildebrand Barracks" and as to the remaining part the land on the south side of Penny Pot Lane aforesaid and known as "Uniacke Barracks" comprised in a lease dated 4 February 2000 made between (1) The Secretary of State for Defence and (2) Defence Training Services Limited.

**Particulars as to commission allowance or discount (note 3)**

N/A

Signed *Theodore Goddard* Date *22.02.00*

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

† 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 made payable to **Companies House**.
- 6 The address of the Registrar of Companies is:-

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# Particulars of a mortgage or charge (continued)

Continuation sheet No 1  
to Form No 395 and 410  
(Scot)

CHFP025

Please complete  
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bold block lettering

Company Number

3838084

Name of Company

\* delete if  
inappropriate

Defence Training Services Limited (the "Company")

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

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bold block  
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Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)

Please complete  
legibly, preferably in  
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block lettering

Under Clause 4.1 of the Legal Charge, the Company has covenanted with the Security Agent (as agent and trustee for itself and each of the other Finance Parties) that the Company will not without the prior written consent of the Security Agent create or attempt to create or permit to subsist any mortgage or charge upon or permit any lien or other encumbrance to arise on or affect all or any part of the Charged Assets (save for any Permitted Security Interest).

In this Form No. 395, so far as the context permits, the following expressions shall have the following meanings:

**"Charged Assets"** means all the freehold property, leasehold property, buildings, fixed plant and fixed machinery charged by the Company under clause 3.1 of the Legal Charge;

**"Finance Documents"** means the Senior Finance Documents and the Subordinated Finance Documents;

**"Finance Parties"** means the Senior Finance Parties and the Subordinated Finance Parties;

**"Intercreditor Agreement"** shall have the meaning given to it in the Senior Facility Agreement;

**"Senior Facility Agreement"** means the senior facility agreement dated 4 February 2000 made between the Company, the RPI Hedging Guarantor, the Original Bank, the Arranger, the Facility Agent and the Security Agent pursuant to which the Original Bank has agreed (inter alia) to make available to the Company a term loan facility and a debt service facility on the terms and conditions set out therein;

**"Senior Finance Documents"** means the Finance Documents (as defined in the Senior Facility Agreement) other than the Supplemental Facility Agreement, the Supplemental Facility Debenture and any Supplemental Facility Transfer Certificate;

**"Senior Finance Parties"** means the Senior Creditors (as defined in the Intercreditor Agreement);

**"Subordinated Facility Agreement"** shall have the meaning given to it in the Senior Facility Agreement;

**"Subordinated Finance Documents"** means the Finance Documents (as defined in the Subordinated Facility Agreement);

**"Subordinated Finance Parties"** means the Subordinated Creditors (as defined in the Intercreditor Agreement).

Unless expressly defined in this Form No. 395, terms defined in the Senior Facility Agreement shall have the same meaning in this Form No. 395.

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## CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03838084

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 4th FEBRUARY 2000 AND CREATED BY DEFENCE TRAINING SERVICES LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO HALIFAX plc, AS AGENT AND TRUSTEE FOR ITSELF AND EACH OF THE OTHER FINANCE PARTIES (AS DEFINED) (THE "SECURITY AGENT") ON ANY ACCOUNT WHATSOEVER UNDER EACH OF THE FINANCE DOCUMENTS (AS DEFINED) WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 22nd FEBRUARY 2000.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 24th FEBRUARY 2000.

*Handwritten signature*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



COMPANIES HOUSE