

M

CHFP025

Please do not
write in
this margin

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

*insert full name
of Company

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

EDINBURGH

395

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

For official use

Company number

[217]

3990878

Name of company

* BIZSPACE LIMITED (the "Chargor")

Date of creation of the charge

30 April 2007

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

Legal Charge (the "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, the Chargor, the Borrowers or the Group to the
Finance Parties or any of them under the Finance Documents and all or any
monies, liabilities and obligations due by the Chargor under or pursuant to
the Charge

See Paper Apart for definitions.

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

The Royal Bank of Scotland plc, 110 West George Street, Glasgow, G2 1PP
(the "Security Trustee").

Postcode

Presentor's name address and
reference (if any)

McGrigors LLP
Princes Exchange
1 Earl Grey Street
Edinburgh
EH3 9AQ

EI1055367

Time critical reference

For official Use (06/2005)

Mortgage Section

Post room

WEDNESDAY



SCT

SG89YP7J

02/05/2007

114

COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

By way of a first legal mortgage all the Chargor's interests in the leasehold land at Empress Business Centre, 380 Chester Road, Old Trafford, Manchester, demised by lease dated of even date with the Charge between HXRUK (Central) Limited and the Chargor.

By way of assignment all the Chargor's rights, title and interest in and to:

(a) all Rental Income and any guarantee of any Rental Income contained in or relating to any Occupational Lease, and

(b) the Insurances (including all moneys which at any time may be or become payable to the Chargor pursuant thereto).

See Paper Apart for definitions.

Please do not write in this margin

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

T
+
95

Particulars as to commission allowance or discount (note 3)

N/A

Signed

Fel M. Higgins LLP
K. M. Higgins

Date

2 May 07

On behalf of ~~XXXXXXXXXXXXXXXXXXXX~~ [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 must be made payable to Companies House.
- 6 The address of the Registrar of Companies is Companies House, Crown Way, Cardiff CF14 3UZ

Paper Apart to Form 395 in respect of a legal charge dated [30] April 2007 by Bizspace Limited in favour of The Royal Bank of Scotland plc as Security Trustee

Paper Apart

Definitions:-

"Additional Borrower" means a company which becomes an Additional Borrower in accordance with clause 31 (*Changes to the Borrowers and the Guarantors*) of the Facilities Agreement,

"Agent" means The Royal Bank of Scotland plc,

"Borrowers" means the Company, each of the Present Subsidiaries and each Additional Borrower and "Borrower" shall mean any one or more of these parties as the context so requires,

"Company" means HXRUK II Limited,

"Facilities Agreement" means the loan agreement dated 21 April 2006 between, *inter alia*, the Highcross (Bugatti) Limited, HXRUK II Limited as Company, the other Borrowers named therein, The Royal Bank of Scotland plc as Arranger, Agent, Security Trustee, Hedging Provider and VAT Lender and The Royal Bank of Scotland plc and HSBC Bank plc as Original Lenders as amended and restated by an amendment and restatement deed dated 17 October 2006 as further amended from time to time,

"Finance Document" means the Facilities Agreement, any VAT Bridging Facility Letter, any Fee Letter, any Accession Letter, each Security Document, the Hedging Agreements, the Duty of Care Agreement, each Transfer Certificate (each as defined in the Facilities Agreement) and any other document designated as such by the Agent and the Company,

"Finance Party" means the Agent, the Security Trustee, the Arranger, the Hedging Providers, the Servicer or a Lender (each as defined in the Facilities Agreement) and "Finance Parties" means all of them,

"Group" means the Company and its Subsidiaries for the time being and the Trust and "Group Company" or "member of the Group" means any one of them,

"Insurances" means any insurances that the Chargor is required to maintain under the Finance Documents,

"Occupational Lease" means any occupational lease or licence or other right of occupation to which any Property may be subject from time to time,

"Present Subsidiaries" means HXRUK II (North West) Limited, HXRUK II (Cumbernauld) Limited, HXRUK II (Poole Holdings) Limited, HXRUK II (Poole) Limited, HXRUK II (South) Limited and Highcross (Bugatti) Limited,

"Property" has the meaning ascribed to it in the Facilities Agreement,

"Rental Income" has the meaning ascribed to it in the Facilities Agreement,

"Subsidiary" means a subsidiary within the meaning of section 736 of the *Companies Act 1985*, and

"Trust" means the Poole Unit Trust created pursuant to a trust instrument dated 8 February 2006

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No 03990878

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 30th APRIL 2007 AND CREATED BY BIZSPACE LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY, THE CHARGOR, THE BORROWERS OR THE GROUP TO THE FINANCE PARTIES OR ANY OF THEM 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 2nd MAY 2007

GIVEN AT COMPANIES HOUSE, CARDIFF THE 9th MAY 2007

Handwritten signature



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES