

# M

## 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



04313573

Name of company

\* R M Properties II Limited (the "Company")

Date of creation of the charge

19 September 2002

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

Share Pledge (the "Share Pledge")

Amount secured by the mortgage or charge

All monies, costs, charges, expenses, liabilities and obligations whether certain or contingent which now or hereafter may be or become due and owing by the Borrower and the Companies to any Finance Party under the Finance Documents whether solely or jointly with one or more persons and whether as principal debtor or guarantor or surety but excluding any obligation in respect of which the grant of security under the Share Pledge would contravene section 151 of the Companies Act 1985 (the "Secured Obligations")

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

The Governor and Company of the Bank of Scotland as Security Trustee for itself and each of the Lenders (defined below), The Mound Edinburgh (the "Security Trustee")

Postcode EH1 1YZ

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

Maclay Murray & Spens  
3 Glenfinlas Street  
Edinburgh  
EH3 6AQ

RCMN/SZS/BAN.13.539

Time critical reference

For official Use  
Mortgage Section

Post room



A01  
COMPANIES HOUSE

0544  
25/09/02

CHFP025

Please do not  
write in  
this margin

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

\*insert full name  
of Company

Short particulars of all the property mortgaged or charged

The Company pledges and assigns to the Security Trustee the Shares and the Related Rights.

See continuation sheet 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)

NIL

Signed



Date 24 September 2002

On behalf of [company] [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

## **Continuation sheet 1**

To the Registrar of Companies

Name of company

Company number

R M Properties II Limited

04313573

In this form 395:-

"Accession Letter" means a document substantially in the form set out in Schedule 6 of the Facility Agreement (*Form of Accession Letter*).

"Agent" means The Governor and Company of the Bank of Scotland acting as agent of the other Finance Parties

"Arranger" means The Governor and Company of the Bank of Scotland acting as arranger

"Borrower" means Gulldale Limited, incorporated under the laws of the Isle of Man (registered number 098900C) and having its registered office at 10 Finch Road, Douglas, Isle of Man, IM1 2PT;

"Companies" means R M Properties I Limited and R M Properties II Limited;

"Facility Agreement" means the facility agreement dated on or around the date of the Debenture between the Company, the Borrower, the Original Guarantors (as defined therein), The Governor and Company of the Bank of Scotland as Arranger and Agent and the Lenders relating to term loan facilities of £84,150,000;

"Fee Letter" means any letter or letters dated on or about the date of the Facility Agreement between the Arranger and the Borrower (or the Agent and the Borrower) setting out any of the fees referred to in Clause 12 (*Fees*).

"Finance Documents" means the Facility Agreement, any Security Document, any Fee Letter, any Accession Letter, any Hedging Arrangement and any other document designated as such by the Agent and the Borrower.

"Finance Party" means the Agent, the Arranger the Security Trustee or a Lender.

"Hedging Arrangement" means any currency swap or interest rate swap, cap and/or collar, forward rate agreement, fixed deposit and any other similar financial hedging arrangement;

"Lender" means the Borrower, the Company, The Governor and Company of the Bank of Scotland as Agent and Arranger;

"Related Rights" means all rights to dividends and other distributions paid or payable after the date of the Share Pledge on all or any of the Shares and all stocks, shares or other securities (and dividends, other distributions and interest thereon) or other rights accruing or offered at any time by way of redemption, bonus, pre-emption or otherwise to or in respect of all or any of the Shares or in substitution or exchange for all or any of the Shares;

"Security Documents" means the documents listed under the heading of "Security" in Schedule 2 of the Facility Agreement and any other security granted to the Security Trustee for the benefit of the Finance Parties.

"Shares" means the share listed in the Schedule to the Share Pledge together with any other shares or other securities forming part of the Related Rights.

FILE COPY



## CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 04313573

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A SHARE PLEDGE DATED THE 19th SEPTEMBER 2002 AND CREATED BY R M PROPERTIES II LIMITED FOR SECURING ALL MONIES LIABILITIES AND OBLIGATIONS DUE OR TO BECOME DUE FROM THE BORROWER AND THE COMPANIES TO THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND AS SECURITY TRUSTEE FOR ITSELF AND EACH OF THE LENDERS 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 25th SEPTEMBER 2002.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 2nd OCTOBER 2002.



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*  
— for the record —

*Just 1 hard copy  
573 + 1st copy  
of Deed.*