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COMPANIES FORM No. 395

395

Particulars of a mortgage or charge

Please do not
write in
this margin

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

30

4644588

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

* insert full name
of company

Name of company

Newbury Park Mortgage Funding Limited (the "Company")

Date of creation of the charge

18.06.08

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

A supplemental deed of charge ("**Supplemental Deed of Charge**") (comprising an assignation in security and intimation thereof) dated **18.06.08** made between Newbury Park Mortgage Funding Limited and Kensington Mortgage Company Limited supplemental to a deed of charge dated 28 November 2003 (as amended and restated from time to time) in favour of The Royal Bank of Scotland (the "**Deed of Charge**")

Amount secured by the mortgage or charge

All indebtedness, liabilities and obligations which are now or may at any time hereafter be due, owing or incurred in any manner whatsoever to the Secured Creditors (as defined in the Deed of Charge) whether actually or contingently, pursuant to the Transaction Documents and/or otherwise pursuant to any additional facilities provided by the Lender to the Company, whether solely or jointly with another person, whether as principal or surety and whether or not the Secured Creditors shall have been an original party to the relevant transaction and in whatever currency denominated (the "**Secured Obligations**")

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

The Royal Bank of Scotland (the "**Lender**" or "**Security Trustee**")

135 Bishopsgate

London

Postcode

EC2M 3UR

Presentor's name address and reference (if any)

Pavandeep Rai
Capital Markets
Kensington Mortgages
2 Gresham Street, London, EC2V 7QP
Tel 020 7597 2949

For official Use

Mortgage Section

Post room

FRIDAY



A16

AOS7L0Q8

20/06/2008

197

COMPANIES HOUSE

Time critical reference

Page 1

Short particulars of all the property mortgaged or charged

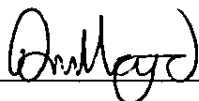
The whole of the Company's rights, title and interest present and future, in and to the Scottish Trust Property and to the whole benefit thereof and deriving thereunder and in and to the Scottish Declaration(s) of Trust, surrogating and substituting the Security Trustee in its full right and place therein and thereof

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)

Signed



Date

18. 06.08

On behalf of company†

†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 with 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

Continuation sheet to Form 395

In this Form 395 unless otherwise defined or the context otherwise requires

"Agent" means Kensington Mortgage Company Limited

"Assigned Rights", "Scottish Loans", "Scottish Mortgages" shall have the same meaning as defined in the Loan Origination Agency Agreement

"Loan Origination Agency Agreement" means the loan origination agency agreement made between Kensington Mortgage Company Limited, the Company and The Royal Bank of Scotland dated 28 November 2003

"Scottish Declarations of Trust" means those declarations of trust granted by Kensington Mortgage Company Limited in favour of the Company dated 12.05.08, 19.05.08, 26.05.08, 02.06.08.

"Scottish Trust Property" means each Scottish Loan originated by the Agent and the Scottish Mortgages relative thereto, details of which are set out in the Scottish Declarations of Trust, together with all principal sums, including any further advances present or future, interest and expenses comprised therein and secured thereby and the whole of the Assigned Rights and other rights pertaining thereto specified in Clauses 3.3.1 of the Loan Origination Agency Agreement

"Transaction Documents" has the same meaning as defined in the revolving credit facility agreement dated 28 November 2003 (as amended and restated from time to time) and made between, *inter alia*, the Company and The Royal Bank of Scotland



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. 4644588
CHARGE NO. 30**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A SUPPLIMENTAL DEED OF
CHARGE DATED 18 JUNE 2008 AND CREATED BY NEWBURY
PARK MORTGAGE FUNDING LIMITED FOR SECURING ALL
MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO
THE SECURED CREDITORS AND/OR TO ROYAL BANK OF
SCOTLAND 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 20 JUNE 2008

GIVEN AT COMPANIES HOUSE, CARDIFF THE 24 JUNE 2008



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES