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CHFP025

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

*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

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

Name of company

* Sackville TCI Property (GP) Limited (the Company) as general partner of
Threadneedle Capital and Income Property Fund, a limited partnership.

Date of creation of the charge

18 September 2003

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

Charge

Amount secured by the mortgage or charge

All sums of money owed and all liabilities or obligations to be carried
out to the Bank at any time and from time to time by the Company
whether:

1. they arise before or after the Bank has demanded that they are repaid or carried out.
2. they are owed or to be carried out immediately or only after a stated event has occurred.
3. the Company owes or is to carry them out on its own or jointly with any other persons.
4. the Company owes or is to carry out them on its own account or as guarantor for other persons; together with all costs, charges and expenses incurred by the Bank or any receiver in exercising its rights under or enforcing the Charge (the Debt).

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

The Governor and Company of the Bank of Scotland
4th Floor, New Ueberior House, 11 Earl Grey Street, Edinburgh

Postcode EH3 9BN

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

Walker Morris Solicitors
Kings Court
12 King Street
LEEDS
LS1 2HL

JMP/ELB/BAN.68-542

Time critical reference

For official Use
Mortgage Section

Post room



The Company with full title guarantee charges as security for the Debt:

1. by way of fixed charge the freehold property known as Beta Unit, Woodlands Lane, Almondsbury, Bristol (**the Property**) registered at H.M. Land Registry with Title Absolute under Title Number GR214120.
2. by way of fixed charge all buildings and other structures on, and items fixed to, the Property.
3. by way of fixed charge any goodwill relating to the Property or the business or undertaking conducted at the Property.
4. by way of fixed charge all plant, machinery and other items affixed and forming part of the Property on or at any time after the date of the Charge; and
5. by way of fixed charge the proceeds of any claim made under any insurance policy relating to any of the property charged under the Charge.

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Particulars as to commission allowance or discount (note 3)

Nil

Signed

Walter Main

Date

18.09.03

On behalf of [XXXXXX] [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

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Particulars of a mortgage or charge (continued)

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

Please complete
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Company Number

4736787

Name of Company

Sackville TCI Property (GP) Limited (the Company) as general partner of
Threadneedle Capital and Income Property Fund, a limited partnership Limited*

* delete if
inappropriate

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

The Company agrees:

1. Not to create or attempt to create or allow to be created or to exist (whether by a specific agreement imposed by rule of law or Act of Parliament) any charge or lien of any kind over the Property without the prior written consent of the Bank or as permitted by the Facility Letter save for any currently existing which are referred to in the Report on Title (as defined in the Facility Letter).
2. Not to sell, transfer, lease or otherwise dispose of all or any part of the Property, or to agree to do so, whether in law or in equity, without the prior written consent of the Bank or as permitted by the Facility Letter.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 04736787

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A CHARGE DATED THE 18th SEPTEMBER 2003 AND CREATED BY SACKVILLE TCI PROPERTY (GP) LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 19th SEPTEMBER 2003.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 23rd SEPTEMBER 2003 .

pm



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES