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COMPANIES FORM No. 395

104029/40

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

Name of company

RBSSAF (13) Limited (the "Head Lessor")

Date of creation of the charge

29 October 2004

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

Head Lessor's Account Security Deed (the "Charge") dated 29 October 2004 and made between the Head Lessor and Societe Generale, London Branch (the "Intermediate Lessor")

Amount secured by the mortgage or charge

The payment of the Secured Obligations.

"Rebate Amounts" means those amounts from time to time due from the Head Lessor to the Intermediate Lessor pursuant to clauses 10.1.6, 16.2 and 20 of the head lease dated 29 October 2004 and made between the Head Lessor and the Intermediate Lessor;

"Secured Obligations" means the Head Lessor's obligation to pay the Rebate Amounts to the Intermediate Lessor.

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

Societe Generale, London Branch
SG House
41 Tower Hill, London

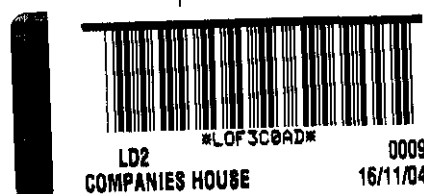
Postcode EC3N 4SG

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

Stephenson Harwood
One St. Paul's Churchyard
London
EC4M 8SH

For official Use
Mortgage Section

Post room



Time critical reference
1145/42-02142/3241538

The Account Balances and all other rights, titles and interests of the Head Lessor in and to the Lessor Proceeds Account.

"**Account Balances**" means all sums at any time and from time to time during the Security Period standing to the credit of the Lessor Proceeds Account, and includes all interest accrued or accruing in the future thereon, and any deposits of the Head Lessor with the Account Bank (however described, designated or numbered) which derive in whole or in part from the Lessor Proceeds Account or from any sum at any time standing to the credit of the Lessor Proceeds Account;

"**Account Bank**" means Societe Generale London Branch;

"**Lessor Proceeds Account**" means the Dollar interest bearing account opened by the Head Lessor with the Account Bank and designated 'Lessor Proceeds Account' and with the account number 31000153 and including any sub-accounts or stems thereof; and

"**Security Period**" means the period commencing on 29 October 2004 and ending on the date that the Secured Obligations are discharged.

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

Stephenson Harwood

Date

15/11

2004

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

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 04985593

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT AN ACCOUNT SECURITY DEED DATED THE 29th OCTOBER 2004 AND CREATED BY RBSSAF (13) LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO SOCIETE GENERALE, LONDON BRANCH 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 16th NOVEMBER 2004.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 22nd NOVEMBER 2004.

DRP



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES