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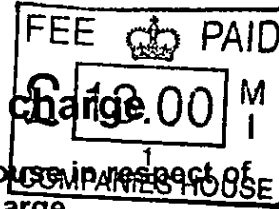
Please complete
legibly, preferably
in black type or
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lettering

* Insert full name
of company

COMPANIES FORM No. 395

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.



395

Pursuant to section 395 of the Companies Act 1985

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

For official use Company number

3

5072627

Name of company

*BBH-LSL (Fundco Tranche 1) Limited

Date of creation of the charge

10 May 2007

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

Supplemental Legal Mortgage

Amount secured by the mortgage or charge

The Mortgagor charges to the Security Trustee by way of first legal mortgage the Property as a continuing security for the payment and discharge of its Secured Obligations as defined in the Debenture between BBH-LSL (Fundco Tranche 1) Limited and Sumitomo Mitsui Banking Corporation Europe Limited dated 6 December 2005 (enclosed)

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

Sumitomo Mitsui Banking Corporation Europe Limited, Temple Court, 11
Queen Victoria Street,

London

Postcode EC4N 4TA

Presenter's name, address and
reference (if any)

Shadbolt & Co LLP
Old Change House
128 Queen Victoria Street
London EC4V 4HR

Time critical reference
SJ/2177 11

For official use (02/2006)
Mortgage Section

Post room

MONDAY



AASU6PQR

A02

21/05/2007

290

COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

The leasehold property known as Southwark Child Development Centre Electricity Sub-station, St Giles Road, London SE5 more particularly described in a Underlease dated 10 May 2007 made between (1) Southwark Primary Care Trust and (2) the Mortgagor

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lettering

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payable to
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mortgage or
charge
(See Note 5)

Particulars as to commission allowance or discount (note 3)

NONE

Signed

Michael J GCR

Date 15 MAY 2005

On behalf of ~~company~~ [mortgagee/chargee] [†]

[†]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 are to be made payable to **Companies House**
- 6 The address of the Registrar of Companies is - Companies House, Crown Way, Cardiff CF4 3UZ

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No 05072627

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A SUPPLEMENTAL LEGAL MORTGAGE DATED THE 10th MAY 2007 AND CREATED BY BBH - LSL (FUNDCO TRANCHE 1) LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO SUMITOMO MITSUI BANKING CORPORATION EUROPE LIMITED 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 21st MAY 2007.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 24th MAY 2007

(RJ)



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES