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## 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.

Pursuant to section 395 of the Companies Act 1985

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

Name of company

\* NTL NATIONAL NETWORKS LIMITED

Date of creation of the charge

24 May 2006

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

Rent Deposit Deed dated 24 May 2006 made between the Company (1) and Rosedale Property Holdings Limited (the Landlord) (2) (the Deed)

Amount secured by the mortgage or charge

All monies payable by the Company to the Landlord in the event of any Default.

**Default** means any failure by the Company to pay (whether or not any formal demand has been made) the whole or any part of the rents reserved by the Lease dated 1 February 1999 made between the Landlord (1) and National Transcommunications Limited (2) (the Lease) or any money (including interest) payable pursuant to the Lease or any expense incurred by the Landlord or due to the Landlord in consequence of any failure by the Company to observe and perform the covenants and obligations of and the conditions binding the Company contained in the Lease.

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

Rosedale Property Holdings Limited (incorporated in Jersey under company number 42836) whose registered office is at Seaton House, Seaton Place, St Helier, Jersey, Channel Islands

Postcode JE1 1BG

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

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

Ref: JRK/ROS.55-254

Time critical reference

For official Use (02/00)  
Mortgage Section

Post room



Short particulars of all the property mortgaged or charged

By way of first fixed charge the Company's interest in the Deposit Account and all money from time to time withdrawn from the Deposit Account in accordance with the terms of the Deed.

**Deposit Account** means a separate interest earning deposit account or accounts from time to time opened and maintained by the Mortgagee with the Mortgagee's bankers into which the initial deposit of £50,290 shall be paid.

Please do not  
write in  
this margin

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

Particulars as to commission allowance or discount (note 3)

NIL

Signed

Date

5/6/2006

On behalf of ~~XXXXXXXX~~ [mortgagee/~~XXXXXX~~†

A fee is payable  
to Companies  
House in  
respect of each  
register entry  
for a mortgage  
or charge.  
(See Note 5)

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 must be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is: Companies House, Crown Way, Cardiff CF14 3UZ

† delete as  
appropriate

FILE COPY



## CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 05174655

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT RENT DEPOSIT DEED DATED THE 24th MAY 2006 AND CREATED BY NTL NATIONAL NETWORKS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO ROSEDALE PROPERTY HOLDINGS 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 6th JUNE 2006.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 12th JUNE 2006.

*Penelope*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*

— for the record —