

COMPANIES FORM No 395

Particulars of a mortgage or charge

CHFP000

A fee of £13 is payable to Companies House in respect of each register entry for the mortgage or charge

Please do not write in this margin

Please complete legibly, preferably in black type or

bold block lettering

Pursuant to section 395 of the Companies Act 1985

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

For Official use

Company Number

5416288

Name of Company

*insert full name of company

Norland DACS 22 Limited (the "Company")

Date of creation of the charge

21 December 2007

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

A debenture (the "Debenture") dated 21 December 2007 and made by, inter alia, the Company in favour of Barclays Bank plc in its capacity as security agent (the "Security Agent")

Amount secured by the mortgage or charge

All present and future moneys, debts and liabilities due, owing or incurred by a Chargor or the Borrower to any Finance Party under or in connection with any Finance Document (in each case whether alone or jointly, or jointly or severally, with any other person, whether actually or contingently and whether as principal, surety or otherwise)

In this Form 395, unless otherwise defined, the terms used shall have the meanings given in Schedule 2 (Definitions) on the continuation sheet

Name and address of the mortgagees or persons entitled to the charge

Barlcays Bank plc whose principal address is 5 The North Colonnade, Canary Wharf, London

Postcode

E14 5BB

Presentor's name address and reference (if any)

Linklaters LLP One Silk Street London EC2Y 8HO3ase return Tel 020 7456 2000

Ref 146449 - CSL/MRJDON Courier

Time critical reference

For official Use Mortgage Section

Post room



LD₂

28/12/2007 **COMPANIES HOUSE**

Page 1

, . Short particulars of all the property mortgaged or charged		
Please refer to Schedule 1 (Short particulars) on the conti	nuation sheet	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)		
n/a		A fee of £13 is payable to
Signed Lewester Lesson On behalf of Norland DACS 22 Limited	Date 28/12/2007	Companies House in respect of each register entry for a mortgage or charge (See Note 5)
Note The original instrument (if any) creating or evidencing the chacorrectly completed must be delivered to the Registrar of Coof the charge (section 395). If the property is situated and the Kingdom delivery to the Registrar must be effected within 21 could in due course of post, and if dispatched with due diligated (section 398). A copy of the instrument creating the charge situated and the charge was created outside the United Kingmust be verified to be a correct copy either by the company copy to the registrar. The verification must be signed by or where this is given by a body corporate it must be signed by be accepted where section 398(4) applies (property situate is submitted. A description of the instrument, e.g. "Trust Deed", "Debentur case may be, should be given. In this section there should be inserted the amount or rate profit (if any) paid or made either directly or indirectly by the company captures including or agreeing to procure subscriptions, when debentures including in this return. The rate of interesting the partered.	ompanies within 21 days after the date of creation the charge was created outside the United adays after the date on which the instrument ence, have been received in the United Kingdom will be accepted where the property charged is gdom (section 398) and in such cases the copy or by the person who has delivered or sent the on behalf of the person giving the verification and an officer of that body. A verified copy will also in Scotland or Northern Ireland) and Form No. 398. Tet, "Mortgage", or "Legal charge", etc, as the error of the commission, allowance or discount any to any person in consideration of his oblutely or conditionally, or either absolute or conditional, for any of the	[†] Delete as appropriate
should not be entered 4 If any of the spaces in this form provide insufficient space th continuation sheet	·	
5 Cheques and Postal Orders are to be made payable to Com	panies House	

The address of the Registrar of Companies is -

Companies House, Crown Way, Cardiff CF4 3UZ

SHORT PARTICULARS OF ALL THE PROPERTY ASSIGNED OR CHARGED

1 FIXED CHARGE

The Company with full title guarantee and as continuing security for the Liabilities, under the Debenture by way of first fixed security

- (a) charged to the Security Agent all of the Company's rights, title and interest in and to the Charged Securities and all sums payable or which become payable in respect of the Charged Securities, and
- (b) charged to the Security Agent all of the Company's rights, title and interest in and to the Secured Loan Account

2 ASSIGNMENT

The Company with full title guarantee and as continuing security for the Liabilities, under the Debenture assigned absolutely to the Security Agent

- (a) all of the Company's rights, title and interest in and to the Residual Entitlements (to the extent not charged under subheading 1 above),
- (b) all of the Company's rights, title and interest under the Custody Agreements, and
- (c) all of the Company's rights, title and interest under the DACS Intra-Group Loans

3 FLOATING CHARGE

The Company with full title guarantee and as continuing security for the Liabilities, under the Debenture charged in favour of the Security Agent, by way of first floating charge, its undertakings and all its assets, both present and future (including assets expressed to be charged or assigned under subheading 1 and/or subheading 2 above but excluding any assets not situated or deemed not to be situated in England and Wales) The floating charge created under the Debenture is a "qualifying floating charge" for the purposes of paragraph 14 of Schedule B1 to the Insolvency Act 1986, which shall apply to the Debenture

Schedule 2 - Definitions

- "Additional Guarantor" means a company which becomes an Additional Guarantor in accordance with Clause 23 of the Facility Agreement
- "Agent" means Barclays Bank pic in its capacity as agent under the Facility Agreement
- "Borrower" means Kensington Mortgages Limited as borrower under the Facility Agreement
- "Business Day" means a day (other than a Saturday or Sunday) on which banks are open for general business in London
- "C Notes" means any junior ranking debt securities or expenses loans issued by or made to any Securitisation Issuer where the rights of the holders of those securities or lenders' rights are held by or on behalf of or vested in a Guarantor
- "Charged Assets" means the rights of the Company assigned or charged pursuant to the Debenture
- "Charged Securities" of the Company means the interest of the Company in where applicable, the (i) C Notes, (ii) Detachable A Coupons and (iii) MERCs and/or Residual Entitlements to the extent issued as instruments and/or securities as set out opposite the Company's name in Annex 2 to this Schedule 2 (Charged Securities)
- "Charges" means all or any of the Security created or expressed to be created by or pursuant to the Debenture
- "Chargor" means each of the companies listed in Annex 1 to this Schedule 2 (Chargors) and any company which grants security over its assets in favour of the Security Agent by executing a Supplemental Debenture
- "Custodian" means HSBC Bank plc, Deutsche Bank AG, London Branch or their respective Affiliates acting as custodian under the Custody Agreements, and any successor custodian thereto under the Custody Agreements or any other custodian approved by the Agent
- "Custody Agreement" of the Company means the Custody Agreement entered into between a Custodian and the Company, as set out opposite the Company's name in Annex 3 to this Schedule 2 (Custody Agreements)
- "DACS Intra-Group Loan" of the Company means the loan(s) by the Company to a member of the Kensington Group, as set opposite the Company's name in Annex 4 to this Schedule 2 (DACS Intra-Group Loans)
- "Detachable A Coupons" means the Detachable A Coupons issued by a Securitisation Issuer and owned by a Guarantor
- "Facility Agreement" means the facility agreement dated 21 December 2007 between, amongst others, the Chargors, the Lenders named in that agreement, Barclays Bank PLC as Agent and as Security Agent
- "Finance Document" means the Facility Agreement, any Security Document, the Subordination Agreement, any Accession Letter, any Transfer Certificate and any other document designated as such by the Agent and the Borrower
- "Finance Party" means the Agent, the Security Agent or a Lender
- "Guarantor" means an Original Guarantor or an Additional Guarantor
- "Jersey Guarantor" means an Original Guarantor or an Additional Guarantor incorporated under the laws of Jersey

"JSIA" means a Security Interest Agreement between Norland DACS 16 Limited and the Security Agent dated on or about 21 December 2007 and/or a Security Interest Agreement between Norland DACS 17 Limited and the Security Agent dated on or about 21 December 2007 being governed by Jersey law

"Kensington Group" means Kensington Group plc and its Subsidiaries, including without limitation, Kensington Mortgages Limited

"Lender" means

- (a) the Original Lender, and
- (b) any bank, financial institution, trust, fund or other entity which has become a Party in accordance with Clause 22 of the Facility Agreement,

which in each case has not ceased to be a Party in accordance with the terms of the Facility Agreement

"Liabilities" means all present and future moneys, debts and liabilities due, owing or incurred by a Chargor or the Borrower to any Finance Party under or in connection with any Finance Document (in each case, whether alone or jointly, or jointly and severally, with any other person, whether actually or contingently and whether as principal, surety or otherwise)

"MERCs" means any mortgage early redemption certificates or entitlement to receive mortgage early repayment charges (howsoever described) issued or payable by a Securitisation issuer whether or not issued as transferable instruments, securities or as contractual rights to certain cash flows and owned by or owing to a Guarantor

"Obligor" means the Borrower or a Guarantor

"Original Guarantor" means Norland DACS 16 Limited, Norland DACS 17 Limited, Norland DACS 18 Limited, Norland DACS 19 Limited, Norland DACS 20 Limited, Norland DACS 21 Limited, Norland DACS 22 Limited, MPL DACS 1 Limited, MPL DACS 2 Limited, MPL DACS 3 Limited and KMS DACS 1 Limited

"Original Lender" means Barclays Bank plc in its capacity as Lender under the Facility Agreement

"Original Obligor" means the Borrower or an Original Guarantor

"Permitted Security" means Security constituted or evidenced by the Finance Documents

"Residual Entitlements" of the Company means the Residual Entitlements of the Company, as set out opposite the Company's name in Annex 5 to this Schedule 2 (Residual Entitlements)

"Secured Loan Account" of the Company means the account held by the Company with Barclays Bank PLC, as set out opposite the Company's name in Annex 6 to this Schedule 2 (Secured Loan Accounts)

"Securitisation Issuer" means Residential Mortgage Securities 16 plc, Residential Mortgage Securities 17 plc, Residential Mortgage Securities 18 plc, Residential Mortgage Securities 19 plc, Residential Mortgage Securities 20 plc, Residential Mortgage Securities 21 plc, Residential Mortgage Securities 22 plc, Money Partners Securities 1 plc, Money Partners Securities 2 plc, Money Partners Securities 3 plc and Kensington Mortgages Securities plc (in respect of Series 2007-1 only)

"Security" means a mortgage, charge, pledge, lien or other security interest securing any obligation of any person or any other agreement or arrangement having a similar effect

"Security Agent" means Barclays Bank plc in its capacity as security agent under the Facility Agreement

Name of Company
 Norland DACS 22 Limited

Company Number

5416288

Schedule 2

"Security Document" means the Debenture, any Supplemental Debenture, each JSIA, and any other security document that may at any time be given as security for any of the Liabilities pursuant to or in connection with any Finance Document

"Supplemental Debenture" means a supplemental debenture entered into between a new Chargor, the Chargors and the Security Agent

Name of Company Norland DACS 22 Limited

Company Number 5416288

Schedule 2

Annex 1 Chargors

Name of Chargor	Registration number (or equivalent, if any)
NORLAND DACS 16 LIMITED	85880 (Jersey)
NORLAND DACS 17 LIMITED	86681 (Jersey)
NORLAND DACS 18 LIMITED	5060827
NORLAND DACS 19 LIMITED	5245527
NORLAND DACS 20 LIMITED	5245618
NORLAND DACS 21 LIMITED	5073135
NORLAND DACS 22 LIMITED	5416288
MPL DACS 1 LIMITED	5484226
MPL DACS 2 LIMITED	5072648
MPL DACS 3 LIMITED	5416359
KMS DACS 1 LIMITED	5072764
KENSINGTON MORTGAGES LIMITED	2992219

Annex 2 Charged Securities

Chargors	C Notes	Detachable A Coupons	MERCs (if issued as securities)	Residual Entitlements (if issued as securities)
NORLAND DACS 16 LIMITED	C Notes as defined in the offering circular dated 18 September 2003 issued by Residential Mortgage Securities 16 plc	Detachable A Coupons as defined in the offering circular dated 18 September 2003 issued by Residential Mortgage Securities 16 plc	MERCS as defined in the offering circular dated 18 September 2003 issued by Residential Mortgage Securities 16 plc	Nil
NORLAND DACS 17 LIMITED	C Notes as defined in the offering circular dated 13 February 2004 issued by Residential Mortgage Securities 17 plc	Detachable A Coupons as defined in the offering circular dated 13 February 2004 issued by Residential Mortgage Securities 17 plc	MERCS as defined in the offering circular dated 13 February 2004 issued by Residential Mortgage Securities 17 plc	Nii
NORLAND DACS 18 LIMITED	C Notes as defined in the offering circular dated 1 July 2004 issued by Residential Mortgage Securities 18 plc	Detachable A Coupons as defined in the offering circular dated 1 July 2004 issued by Residential Mortgage Securities 18 plc	MERCS as defined in the offering circular dated 1 July 2004 issued by Residential Mortgage Securities 18 plc	Nil
NORLAND DACS 19 LIMITED	C Notes as defined in the offering circular dated 27 October 2004 issued by Residential Mortgage Securities 19 plc	Detachable A Coupons as defined in the offering circular dated 27 October 2004 issued by Residential Mortgage Securities 19 plc	MERCS as defined in the offering circular dated 27 October 2004 issued by Residential Mortgage Securities 19 plc	Nil
NORLAND DACS 20 LIMITED	C Notes as defined in the offering	Detachable A Coupons as defined in the	MERCS as defined in the offering circular	Nil

Γ	ouroulan data-d	offering -	doted 00	
	circular dated 23 February 2005 issued by Residential Mortgage Securities 20 plc	offering circular dated 23 February 2005 issued by Residential Mortgage Securities 20 plc	dated 23 February 2005 Issued by Residential Mortgage Securities 20 plc	
NORLAND DACS 21 LIMITED	C Notes as defined in the offering circular dated 10 October 2005 issued by Residential Mortgage Securities 20 plc	Detachable A Coupons as defined in the offering circular dated 10 October 2005 issued by Residential Mortgage Securities 20 plc	MERCS as defined in the offering circular dated 10 October 2005 issued by Residential Mortgage Securities 20 ptc	Nil ,
NORLAND DACS 22 LIMITED	C Notes as defined in the offering circular dated 4 July 2006 issued by Residential Mortgage Securities 22 plc	Detachable A Coupons as defined in the offering circular dated 4 July 2006 issued by Residential Mortgage Securities 22 plc	MERCS as defined in the offering circular dated 4 July 2006 issued by Residential Mortgage Securities 22 plc	Nil
MPL DACS 1 LIMITED	C Notes as defined in the prospectus dated 5 August 2005 issued by Money Partners Securities 1 plc	Detachable A Coupons as defined in the prospectus dated 5 August 2005 issued by Money Partners Securities 1 plc	MERCS as defined in the prospectus dated 5 August 2005 issued by Money Partners Securities 1 plc	Nil
MPL DACS 2 LIMITED	C Notes as defined in the prospectus dated 29 November 2005 issued by Money Partners Securities 2 plc	Detachable A Coupons as defined in the prospectus dated 29 November 2005 issued by Money Partners Securities 2 plc	MERCS as defined in the prospectus dated 29 November 2005 issued by Money Partners Securities 2 plc	Nil
MPL DACS 3 LIMITED	C Notes as defined in the prospectus dated 12 May 2006 issued	Detachable A Coupons as defined in the prospectus dated 12 May	MERCS as defined in the prospectus dated 12 May 2006 issued by	Nil

Name of Company Norland DACS 22 Limited

Company Number 5416288

	by Money Partners Securities 3 plc	2006 issued by Money Partners Securities 3 plc	Money Partners Securities 3 plc	
KMS DACS 1 LIMITED	Class C Notes as defined in the prospectus supplement dated 23 March 2007 issued by Kensington Mortgages Securities plc	Detachable A Coupons as defined in the prospectus supplement dated 23 March 2007 issued by Kensington Mortgages Securities plc	Nil	Nil

Annex 3 Custody Agreements

Chargor	Custody Agreement	Custody Agreement		
	Date	Parties		
NORLAND DACS 18 LIMITED	6 July 2004	HSBC Private Bank (Jersey) Limited		
		Norland DACS 18 Limited		
NORLAND DACS 19 LIMITED	27 October 2004	HSBC Private Bank (Jersey) Limited		
		Norland DACS 19 Limited		
NORLAND DACS 20 LIMITED	28 February 2005	HSBC Private Bank (Jersey) Limited		
		Norland DACS 20 Limited		
NORLAND DACS 21 LIMITED	11 October 2005	HSBC Private Bank (Jersey) Limited		
		Norland DACS 21 Limited		
NORLAND DACS 22 LIMITED	7 July 2006	HSBC Bank PLC		
		Norland DACS 22 Limited		
MPL DACS 1 LIMITED	8 August 2005	Deutsche Bank AG, London Branch		
		MPL DACS 1 Limited		
MPL DACS 2 LIMITED	30 November 2005	HSBC Bank PLC		
		MPL DACS 2 Limited		
MPL DACS 3 LIMITED	15 May 2006	HSBC Bank PLC		
		MPL DACS 2 Limited		
KMS DACS 1 LIMITED	28 March 2007	HSBC Bank PLC		
		KMS DACS 1 Limited		

Annex 4 DACS Intra Group Loans

Chargors	DACS Intra-Group Loan		
	Date		
NORLAND DACS 16 LIMITED	25 September 2003		
NORLAND DACS 17 LIMITED	19 February 2004		
NORLAND DACS 18 LIMITED	6 July 2004		
NORLAND DACS 19 LIMITED	27 October 2004		
NORLAND DACS 20 LIMITED	28 February 2005		
NORLAND DACS 21 LIMITED	11 October 2005		
NORLAND DACS 22 LIMITED	7 July 2006		
MPL DACS 1 LIMITED	8 August 2005		
MPL DACS 2 LIMITED	30 November 2005		
MPL DACS 3 LIMITED	15 May 2006		
KMS DACS 1 LIMITED	28 March 2007		

Annex 5 Residual Entitlements

Chargor	Residual Entitlements (including all rights of the Chargors to receive payments from Securitisation Issuers including any C Notes, other than Detachable A Coupons and MERCs)		
	C Notes	Residual Revenue	
NORLAND DACS 16 LIMITED	C Notes as defined in the offering circular dated 18 September 2003 issued by Residential Mortgage Securities 16 plc	Residual Revenue payable to Norland DACS 16 Limited ("DACS 16") pursuant to a mortgage sale agreement dated 25 September 2003 between, inter alios, DACS 16 and Residential Mortgage Securities 16 plc	
NORLAND DACS 17 LIMITED	C Notes as defined in the offering circular dated 13 February 2004 issued by Residential Mortgage Securities 17 plc	Residual Revenue payable to Norland DACS 17 Limited ("DACS 17") pursuant to a mortgage sale agreement dated 19 February 2004 between, inter alios, DACS 17 and Residential Mortgage Securities 17 plc	
NORLAND DACS 18 LIMITED	C Notes as defined in the offering circular dated 1 July 2004 issued by Residential Mortgage Securities 18 plc	Residual Revenue payable to Norland DACS 18 Limited ("DACS 18") pursuant to a mortgage sale agreement dated 6 July 2004 between, <i>inter alios</i> , DACS 18 and Residential Mortgage Securities 18 plc	
NORLAND DACS 19 LIMITED	C Notes as defined in the offering circular dated 27 October 2004 issued by Residential Mortgage Securities 19 plc	Residual Revenue payable to Norland DACS 19 Limited ("DACS 19") pursuant to a mortgage sale agreement dated 27 October 2004 between, inter alios, DACS 19 and Residential Mortgage Securities 19 plc	
NORLAND DACS 20 LIMITED	C Notes as defined in the offering circular dated 23 February 2005 issued by Residential Mortgage Securities 20 plc	Residual Revenue payable to Norland DACS 20 Limited ("DACS 20") pursuant to a mortgage sale agreement dated 28 February 2005 between, inter alios, DACS 20 and Residential Mortgage Securities 20 plc	

NORLAND DACS 21 LIMITED	C Notes as defined in the offering circular dated 10 October 2005 issued by Residential Mortgage Securities 20 plc	Residual Revenue payable to Norland DACS 21 Limited ("DACS 21") pursuant to a mortgage sale agreement dated 11 October 2005 between, <i>inter</i> <i>alios</i> , DACS 21 and Residential Mortgage Securities 21 plc
NORLAND DACS 22 LIMITED	C Notes as defined in the offering circular dated 4 July 2006 issued by Residential Mortgage Securities 22 plc	Residual Revenue payable to Norland DACS 22 Limited ("DACS 22") pursuant to a mortgage sale agreement dated 7 July 2006 between, <i>inter alios</i> , DACS 22 and Residential Mortgage Securities 22 plc
MPL DACS 1 LIMITED	C Notes as defined in the prospectus dated 5 August 2005 issued by Money Partners Securities 1 plc	Residual Revenue payable to Norland MPL DACS 1 Limited ("MPL DACS 1") pursuant to a mortgage sale agreement dated 8 August 2005 between, <i>inter</i> <i>alios</i> , MPL DACS 1 and Money Partners Securities 1 plc
MPL DACS 2 LIMITED	C Notes as defined in the prospectus dated 29 November 2005 issued by Money Partners Securities 2 plc	Residual Revenue payable to Norland MPL DACS 2 Limited ("MPL DACS 2") pursuant to a mortgage sale agreement dated 30 November 2005 between, inter alios, MPL DACS 2 and Money Partners Securities 2 plc
MPL DACS 3 LIMITED	C Notes as defined in the prospectus dated 12 May 2006 issued by Money Partners Securities 3 plc	Residual Revenue payable to Norland MPL DACS 3 Limited ("MPL DACS 3") pursuant to a mortgage sale agreement dated 15 May 2006 between, <i>inter</i> <i>alios</i> , MPL DACS 3 and Money Partners Securities 3 plc
KMS DACS 1 LIMITED	Class C Notes as defined in the prospectus supplement dated 23 March 2007 issued by Kensington Mortgages Securities plc	Residual Entitlement payable to KMS DACS 1 Limited ("KMS DACS 1") pursuant to a mortgage sale agreement dated 28 March 2007 between, interalios, KMS DACS 1 and Kensington Mortgage Securities plc

Annex 6 Secured Loan Accounts

Chargor	Secured Loan Account Details	
NORLAND DACS 16 LIMITED	Account No 10776777	
	Sort code 20-19-90	
	Bank Barclays Bank PLC	
NORLAND DACS 17 LIMITED	Account No 10200758	
	Sort code 20-19-90	
	Bank Barclays Bank PLC	
NORLAND DACS 18 LIMITED	Account No 10264709	
	Sort code 20-19-90	
	Bank Barclays Bank PLC	
NORLAND DACS 19 LIMITED	Account No 10484547	
	Sort code 20-19-90	
	Bank Barclays Bank PLC	
NORLAND DACS 20 LIMITED	Account No 40366706	
	Sort code 20-19-90	
	Bank Barclays Bank PLC	
NORLAND DACS 21 LIMITED	Account No 50990965	
	Sort code 20-19-90	
	Bank Barclays Bank PLC	
NORLAND DACS 22 LIMITED	Account No 30954578	
	Sort code 20-19-90	
	Bank Barclays Bank PLC	
MPL DACS 1 LIMITED	Account No 30552216	
	Sort code. 20-19-90	
	Bank Barclays Bank PLC	
MPL DACS 2 LIMITED	Account No 50892963	
	Sort code ⁻ 20-19-90	
	Bank Barclays Bank PLC	
MPL DACS 3 LIMITED	Account No 70140864	
	Sort code ⁻ 20-19-90	
	Bank Barclays Bank PLC	

Norland DACS 22 Limited

Company Number

5416288

KMS DACS 1 LIMITED	Account No	20736910
	Sort code	20-19-90
	Bank	Barclays Bank PLC





OF A MORTGAGE OR CHARGE

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

COMPANY No 05416288

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 21st DECEMBER 2007 AND CREATED BY NORLAND DACS 22 LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM A CHARGOR OR THE BORROWER TO ANY FINANCE PARTY 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 28th DECEMBER 2007

GIVEN AT COMPANIES HOUSE, CARDIFF THE 4th JANUARY 2008







٢