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COMPANIES FORM No. 395

Particulars of a mortgage or charge

129305/26

395

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

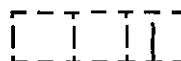
To the Registrar of Companies
(Address overleaf - Note 6)

For official use

Company number

Name of company

* Vanbrugh Trustees No.2 Limited (the Company)



05738999

Date of creation of the charge

17 March 2005

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

Legal Charge

Amount secured by the mortgage or charge

All monies now due or hereafter to become due or from time to time accruing due from the Company and Vanbrugh Trustees Limited as trustees of the Vanbrugh Unit Trust (the **Mortgagor**) to Barclays Bank Plc upon any account and in any manner whatsoever.

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

Barclays Bank PLC whose registered office is 1 Churchill Place, London E14 5HP and whose address for correspondence is PO Box 299, Birmingham B1 3PF

Postcode

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

DLA Piper Rudnick Gray Cary UK LLP
3 Noble Street
London
EC2V 7EE

LJH/86677/120632

Time critical reference

For official Use (02/00)

Mortgage Section



A07
COMPANIES HOUSE

749
21/03/2006

The Mortgagor will full title guarantee charges by way of legal mortgage all that property referred to in the schedule hereto.

SCHEDULE

Title No. Property

Blenheim Settled Estates

Whole titles

ON259649	9, 11, 15, 21 and 23 Banbury Road, Woodstock, OX20 1LH
ON259653	The Bear Hotel and Woodstock House, Rectory Lane, Woodstock

See continuation 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)

Nil

Signed



Date 20 March 2006

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

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

CHFP025

Particulars of a mortgage or charge (continued)

Please do not
write in this
binding margin

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

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

Company Number

05738999

Name of Company

Vanbrugh Trustees No.2 Limited (the **Company**)

~~XXXXXX~~

* delete if
inappropriate

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

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in black type, or
bold block lettering**

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Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)

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

*Please complete
legibly, preferably
in black type, or
bold block lettering***Title No. Property****Blenheim Settled Estates****Whole titles**

ON259909	95 Oxford Street, Woodstock, OX20 1XP, 1, 3, 5, 7 and 9 Manor Road, Woodstock, OX20 1XP and 1, 2 and 3 The Old Builders Yard, Woodstock, OX20 1XP
ON259988	Manor Farmhouse, Eynsham Road, Cassington, OX29 4DL
ON259913	Land at Home Farm, Bladon and land adjoining Campsfield House, Woodstock
ON260058	1 and 2 The Cairns and land adjoining, Long Hanborough
ON260104	Land part of Blenheim Estate lying to the north and east of East End (including Lower Ridings Farmhouse)
ON260120	Land at Knotholls and Stonesfield (also known as Littleworth and Limbeck Farm)
ON260127	Alma Grove Farmhouse, Combe, OX29 8NA
ON260130	9, 10, 11 and 12 East End, Combe, OX29 8NF
ON260188	Bladon Lodge, Bladon, OX20 1QB
ON260189	Home Farm, Bladon, the former allotment site, Bladon and 23, 25, 27, 29, 31, 33, 35, 37, 39 and 41 Grove Road, Bladon, OX20 1RD
ON260218	Poultry Lodge, Bladon
ON260223	Chequers Cottage, Laughton Hill, Stonesfield, OX8 8DU
ON182143	1,2,5 & 7 East End, Combe
ON130303	Akeman Street Farm and Manor Farm Coombe
ON262240	Rectory Farmhouse, 2 Church Street, Bladon OX20 1RS
ON262238	Blacksgate Bungalow, Wootton
ON256401	Land at Well Lane and Loughton Hill, Stonesfield, Witney
Unregistered title	351 Woodstock Road, Oxford OX2 7NX as shown edged red on plan number 1.1.20 attached to the Legal Charge
Part titles	as shown edged red on attached plans to the Legal Charge numbered 1.2.1 to 1.2.4
Pt ON259621	Building plot at 17/19 Banbury Road forming part of Hensington Farm, Hensington, Woodstock
Pt ON259986	1 The Green, Cassington OX29 4DN
Pt ON260200	23 Park Street, Bladon OX20 1RW
Pt ON260220	Valley View, Fawler, OX7 3AL and 2, 4, 5 and 6 The Green, Fawler, OX7 3AN

See continuation sheet

CHFP025

Particulars of a mortgage or charge (continued)

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write in this
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Continuation sheet No 2
to Form No 395 and 410 (Scot)

*Please complete
legibly, preferably
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bold block lettering*

Company Number

05738999

Name of Company

Vanbrugh Trustees No.2 Limited (the **Company**)

~~XXXXXX~~

* delete if
inappropriate

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

[illegible]

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

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Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)

*Please complete
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bold block lettering*

*Please complete
legibly, preferably
in black type, or
bold block lettering***10th Duke of Marlborough's Will Trust****Whole titles**

ON259443 Rosebank Cottage Church Hanborough

ON120574 Wootton Downs

Part titlePt ON259154 Manor Farm Buildings, Combe as shown coloured red on plan
number 2.2.1 attached to the Legal Charge**Blenheim 1994 Parliamentary Estate****Whole titles**

ON260733 14, 16 and 20 Grove Road, Bladon

ON260737 Bladon Heath Lodge, Bladon

ON260738 33 Manor Road (also known as Bladon Heath Cottage) and 9
Heath Lane, Bladon

ON260777 1 and 2 Sawmill Cottages, Combe, OX29 8ET

ON260896 Notoaks Lodge, 56 Stonesfield Road, Combe, Witney, OX29 8ES

ON260961 Cliff Cottage, Horns Lane, Combe, OX29 8DT

ON260962 4 and 6 East End, Combe, OX29 8NF

ON260960 Wedgehook Cottage, Bolton's Lane, Combe OX29 8NB

ON260994 Burleigh Lodge, Cassington Road, Bladon, OX20 1RX

ON260996 1 and 2 Lee Place Cottages (also known as 1 & 2 Hixet Wood
Cottages), Hixet Wood, Charlbury, OX7 3SA

ON261014 30 and 32 Millwood End, Long Hanborough, OX29 8BY

ON261504 The Beeches, Grove Road, Bladon

ON261318 Burleigh Wood and Water Meadows Bank, Bladon

Part TitlePt ON260187 2 Park Street, Bladon as shown edged red on plan number 3.2.1
attached to the Legal Charge

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 05738999

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 17th MARCH 2006 AND CREATED BY VANBRUGH TRUSTEES NO. 2 LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY AND VANBRUGH TRUSTEES OF THE VANBRUGH UNIT TRUST TO BARCLAYS BANK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 21st MARCH 2006.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 23rd MARCH 2006.

Pangelle



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —