

M

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)

For official use

Company number

3111

05843985

Name of company

* Barchester HoldCo Limited (the "Chargor")

Date of creation of the charge

13 July 2006

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

A tax deed charge dated 13 July 2006 (the "PropCo HoldCo Tax Deed Charge") granted by the Chargor in favour of Bluehood Limited (the "Chargee").

Amount secured by the mortgage or charge

All of the Secured Obligations provided that neither the covenant to pay contained in Clause 2.1 of the PropCo HoldCo Tax Deed Charge nor the security constituted by the PropCo HoldCo Tax Deed Charge shall extend to or include any liability or sum which would, but for this proviso, cause the covenant or security to be unlawful or prohibited by any applicable law.

Please see attached schedule for definitions.

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

Bluehood Limited
Suite 201, The Chambers
Chelsea Harbour, London

Postcode SW10 0XF

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

(via London Counter)
Clifford Chance LLP
10 Upper Bank Street
London
E14 5JJ

For official Use (06/2005)
Mortgage Section

Post room



Time critical reference
VP/7040037161/KDH

Short particulars of all the property mortgaged or charged

The Chargor has charged with full title guarantee in favour of the Chargee with the payment and discharge of the Secured Obligations, by way of second ranking fixed charge all the Chargor's right, title and interest from time to time in and to the Shares, all dividends, interest and other monies payable in respect of the Shares and all other Related Rights (whether derived by way of redemption, bonus, preference, option, substitution, conversion or otherwise).

The PropCo HoldCo Tax Deed Charge contains covenants for further assurances.

The PropCo HoldCo Tax Deed Charge contains a negative pledge.

Please see attached schedule for definitions.

Please do not write in this margin

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

+ 95

Particulars as to commission allowance or discount (note 3)

None.

Signed **CLIFFORD CHANCE LLP**

Date 21 July 2006

On behalf of ~~XXXXXXXXXXXXXXXXXXXX~~ [chargee] † Bluehood Limited

A fee 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 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

Schedule to Form 395 relating to the PropCo HoldCo Tax Deed Charge dated 13 July 2006 granted by Barchester HoldCo Limited in favour of Bluehood Limited

DEFINITIONS

In this Form 395,

"Related Rights" means, in relation to any asset:

- (a) the proceeds of sale of any part of that asset;
- (b) all rights under any licence, agreement for sale or agreement for lease in respect of that asset;
- (c) all rights, powers, benefits, claims, contracts, warranties, remedies, security, guarantees, indemnities or covenants for title in respect of that asset; and
- (d) any monies and proceeds paid or payable in respect of that asset.

"Secured Obligations" means all obligations of the Chargor under Clause 3 (*Representations, Warranties and Covenants Relating to Secondary and Contingent Tax Liabilities*) of the Tax Deed of Covenant and any other amounts payable by the Chargor under the Tax Deed of Covenant. 7

"Shares" means all of the shares in the capital of the Chargee held by, to the order or on behalf of the Chargor at any time.

"Tax Deed of Covenant" means the tax deed of covenant dated 13 July 2006 between, among others, the Chargee as borrower, the Chargor and The Royal Bank of Scotland plc as security trustee.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 05843985

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A TAX DEED CHARGE DATED THE 13th JULY 2006 AND CREATED BY BARCHESTER HOLDCO LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO BLUEHOOD 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 JULY 2006.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 26th JULY 2006.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

Lo
Pam!