

# M

## COMPANIES FORM No. 395

### Particulars of a mortgage or charge

# 395

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

CHWP000

Pursuant to section 395 of the Companies Act 1985

123419/13

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

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

For official use Company number

\*insert full name of Company

Name of company

3

06023552

COUNTRYSIDE ANNINGTON (MILL HILL) LIMITED ("Chargor")

Date of creation of the charge

31 March 2009

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

Supplemental charge ("Deed")

Amount secured by the mortgage or charge

The "Liabilities" as defined in the Principal Charge, being all monies, obligations and liabilities which shall from time to time (and whether on or at any time after any demand or judgment) be due, owing or incurred from the Chargor to the Finance Parties under the Finance Documents whether actually or contingently and whether solely or jointly with any other person and in whatever style or name and whether as principal or surety.

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

THE ROYAL BANK OF SCOTLAND plc ("Security Trustee")  
8<sup>th</sup> Floor, 280 Bishopsgate, London

Postcode: EC2M 4RB

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

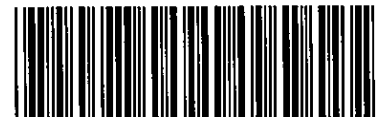
Berwin Leighton Paisner LLP  
~~Adelaide House~~  
~~London Bridge~~  
London, EC4R 9HA  
DX 92 London  
Tel: 020 7760 1000  
Ref: Legal.9054470.1/APRO/R0399.00585

For official Use (02/06)

Mortgage Section

Post room

TUESDAY



\*L7KD6904\*

LD2

14/04/2009

112

COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

Please do not write  
in this margin

See continuation sheet

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

Particulars as to commission allowance or discount (note 3)

NIL

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

Signed *Barwin Leighton Paisner LLP* Date *14 April 2009*

<sup>†</sup>delete as  
appropriate

On behalf of mortgagee/chargee<sup>†</sup>

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

CHWP000

Please do not  
write in this  
binding margin

## Particulars of a mortgage or charge (continued)

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

Company Number

06023552

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

Name of Company

COUNTRYSIDE ANNINGTON (MILL HILL) LIMITED ("Chargor")

Short particulars of all the property mortgaged or charged (continued)

- 1 By way of security assignment, including all rights of enforcement of the same, all monies payable to the Chargor under the Affordable Housing Agreement; and
- 2 By way of fixed charge including all rights of enforcement of the same, the Chargor's interest in the Affordable Housing Agreement.

### NOTES:

- 1 The Deed incorporates a provision from the Principal Charge that the Chargor shall execute and do at its own cost and in such form as reasonably required by the Security Trustee:
  - 1.1 such further additional mortgages, charges, assignments, transfers and conveyances; and
  - 1.2 such assurances, deeds, documents, acts and things, as the Security Trustee may reasonably require to perfect or protect the security created by the Deed and/or to facilitate or effect any dealing with the Charged Assets in connection with the Deed.
- 2 The Deed contains a provision that immediately following the execution of the Deed, the Chargor shall serve a notice of assignment in respect of the Affordable Housing Agreement and use its reasonable endeavours to procure receipt of that notice, in the form set out in the schedule to the Deed.

- 3 The Deed contains or incorporates the following definitions:

**Affordable Housing Agreement** means the contract for the construction and sale of affordable housing dated 19 December 2008 between the Chargor and Notting Hill Housing Trust.

**Borrower Party** means any party to any of the Finance Documents other than the Finance Parties.

**Charged Assets** means each and all of the assets, property, undertaking and other interests from time to time assigned or charged or intended to be assigned or charged by the Deed and the subject matter of each of them.

**Facility Agreement** means a facility agreement dated 28 February 2007 and made between, amongst others, The Royal Bank of Scotland pl.c. (1) and Countryside Annington (Mil Hill) Limited (2) and any agreement entered into under or supplemental to it or amending, restating or novating it.

Short particulars of all the property mortgaged or charged (continued)

**Finance Documents** means each of the Facility Agreement, and also each Security Document, the Subordination Agreement, the Fees Letter, the Hedging Arrangement, each Utilisation Request, each Transfer Certificate (all terms as defined in the Facility Agreement) and any other document so designated in writing by both the relevant Borrower Party and THE ROYAL BANK OF SCOTLAND plc as agent.

**Finance Parties** means THE ROYAL BANK OF SCOTLAND plc as arranger, agent, hedging counterparty, lenders and security trustee.

**Principal Charge** means a debenture dated 28 February 2007 between the Chargor (1) and the Security Trustee (2).



## **CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE**

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

**COMPANY NO. 6023552  
CHARGE NO. 3**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES  
HEREBY CERTIFIES THAT A SUPPLEMENTAL CHARGE DATED  
31 MARCH 2009 AND CREATED BY COUNTRYSIDE  
ANNINGTON (MILL HILL) LIMITED FOR SECURING ALL  
MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO  
THE FINANCE PARTIES 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 14 APRIL 2009

GIVEN AT COMPANIES HOUSE, CARDIFF THE 20 APRIL 2009

*DX  
SL*



*Companies House*  
— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES