



## Particulars of a mortgage or charge

CHWP000

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge.

Please do not write in this margin

Pursuant to section 395 of the Companies Act 1985

A/C 00400040

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

|  |  |   |
|--|--|---|
|  |  | 7 |
|--|--|---|

|         |
|---------|
| 3385312 |
|---------|

Name of company

\* insert full name of Company

|                     |
|---------------------|
| * TCS (EX TCCP) PLC |
|---------------------|

Date of creation of the charge

|    |   |      |
|----|---|------|
| 19 | 9 | 2005 |
|----|---|------|

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

A Deed of Admission to  
An Omnibus Guarantee and Set-Off Agreement dated...11/5/2001.....(the "Agreement")

Amount secured by the mortgage or charge

All monies and liabilities then due or which might thereafter become due to Lloyds TSB Bank plc (the "Bank") from either the Company or any one or more of the other parties to the Agreement (other than the Bank) being at the date hereof the following companies:

(List of companies party to the Agreement)

See Attached

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

|  |          |          |          |
|--|----------|----------|----------|
| Lloyds TSB Bank plc<br>25 Gresham Street<br>London | 30-00-02 | Postcode | EC2V 7HN |
|--|----------|----------|----------|

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

Lloyds TSB Bank plc  
City Office  
P.O. Box 72, Bailey Drive  
Gillingham Business Park  
Kent ME8 0LS

Time critical reference

For official Use

Mon

Post room



Any sum or sums for the time being standing to the credit of any present or future account of the Company with the Bank.

Please do not write in this margin

**NOTE:** By Clause 13(e) of the Agreement, the Company agreed that it would not (without the prior written consent of the Bank) assign, mortgage, charge or otherwise confer upon any third party any right, title or interest in or to all or any of the accounts for the time being of the Company with the Bank or any sum or sums standing to the credit of any one or more of such accounts, or agree to do any such thing, or allow any such third party right, title or interest to subsist (except in each case in favour of, or upon, the Bank).

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

Particulars as to commission allowance or discount (note 3)

NIL

Signed

Date

24/09/2005

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

A fee of £10 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 Cheques and Postal Orders are to be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is:-

THE SCHEDULE

| <u>Name</u>  | <u>Company Number</u> | <u>Registered Office</u>                                     | <u>Date Entered/Admitted</u>   | <u>Date Released</u>           |
|--|-----------------------|--|--------------------------------|--------------------------------|
| Town Centre Securities PLC   | 623364                | Town Centre House,<br>The Merrion Centre,<br>Leeds LS2 8LY   | 11 <sup>th</sup> May 2001      |                                |
| T. Herbert Kayes Estate Limited  | 226678                | Town Centre House,<br>The Merrion Centre,<br>Leeds LS2 8LY   | 11 <sup>th</sup> May 2001      |                                |
| TCS Holdings Limited   | 2271353               | Town Centre House,<br>The Merrion Centre,<br>Leeds LS2 8LY   | 11 <sup>th</sup> May 2001      |                                |
| Town Centre Enterprises Limited  | 221003                | Town Centre House,<br>The Merrion Centre,<br>Leeds LS2 8LY   | 11 <sup>th</sup> May 2001      |                                |
| TCS Properties Limited (formerly TCS Finance Limited)                                  | 2831154               | Town Centre House,<br>The Merrion Centre,<br>Leeds LS2 8LY   | 11 <sup>th</sup> May 2001      |                                |
| TCS Freehold Investments Limited   | 3684812               | Town Centre House,<br>The Merrion Centre,<br>Leeds LS2 8LY,, | 11 <sup>th</sup> May 2001      |                                |
| TCS Leasehold Investments Limited  | 3684827               | Town Centre House,<br>The Merrion Centre,<br>Leeds LS2 8LY   | 11 <sup>th</sup> May 2001      |                                |
| <del>TCS (Greenock) Limited</del>  | <del>3822757</del>    | Town Centre House,<br>The Merrion Centre,<br>Leeds LS2 8LY   | 11 <sup>th</sup> May 2001      | 10 <sup>th</sup> February 2004 |
| TCS (Bolton) Limited   | 4104688               | Town Centre House,<br>The Merrion Centre,<br>Leeds LS2 8LY   | 11 <sup>th</sup> May 2001      |                                |
| <del>TCS (Residential Conversions) Limited (formerly TCS (Vassalli) Limited)</del>     | <del>3946495</del>    | Town Centre House,<br>The Merrion Centre,<br>Leeds LS2 8LY   | 11 <sup>th</sup> May 2001      | 22 <sup>nd</sup> March 2002    |
| TCS (EX TCCP) PLC (formerly Town Centre Car Parks Plc)(formerly Universal Parking Plc) | 3385312               | Town Centre House,<br>The Merrion Centre,<br>Leeds LS2 8LY   | 21 <sup>st</sup> June 2001     |                                |
| TCS (Bothwell Street) Limited  | 4240551               | Town Centre House,<br>The Merrion Centre,<br>Leeds LS2 8LY   | 4 <sup>th</sup> September 2001 |                                |
| TCS (Residential) Limited (formerly TCS (Leyland) Limited)                             | 4249007               | Town Centre House,<br>The Merrion Centre,<br>Leeds LS2 8LY   | 26 <sup>th</sup> October 2001  |                                |

|  |                      |  |                                |                                |
|--|----------------------|--|--------------------------------|--------------------------------|
| TCS (Residential Conversions) Limited<br>(formerly TCS (Vassalli) Limited) | 3946495              | Town Centre House,<br>The Merrion Centre,<br>Leeds LS2 8LY | 22 <sup>nd</sup> March 2002    |                                |
| TCS (Isleworth) Limited  | 4413343              | Town Centre House,<br>The Merrion Centre,<br>Leeds LS2 8LY | 10 <sup>th</sup> July 2002     |                                |
| TCS (Greenhithe) Limited   | 4413344              | Town Centre House,<br>The Merrion Centre,<br>Leeds LS2 8LY | 10 <sup>th</sup> July, 2002    |                                |
| TCS (Mill Hill) Limited  | 4413341              | Town Centre House,<br>The Merrion Centre,<br>Leeds LS2 8LY | 10 <sup>th</sup> July, 2002    |                                |
| <del>TCS (Greenock) Limited</del>  | <del>1 4720315</del> | Town Centre House,<br>The Merrion Centre,<br>Leeds LS2 8LY | 1 <sup>st</sup> May, 2003      | 10 <sup>th</sup> February 2004 |
| <del>TCS (Greenock) Limited</del>  | <del>2 4720308</del> | Town Centre House,<br>The Merrion Centre,<br>Leeds LS2 8LY | 1 <sup>st</sup> May, 2003      | 10 <sup>th</sup> February 2004 |
| TCS (Parliament Street 1) Limited  | 4768830              | Town Centre House,<br>The Merrion Centre,<br>Leeds LS2 8LY | 11 <sup>th</sup> February 2004 |                                |
| TCS (Parliament Street 2) Limited  | 4768845              | Town Centre House,<br>The Merrion Centre,<br>Leeds LS2 8LY | 11 <sup>th</sup> February 2004 |                                |

TCS PICCADILLY 4317396  
LIMITED

TCS PICCADILLY (2) 5113915  
LIMITED

TCS WHITEHALL 4329860  
RIVERSIDE LIMITED

FILE COPY



## CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03385312

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT AN OMNIBUS GUARANTEE AND SET-OFF AGREEMENT DATED 11/05/2001 DATED THE 19th SEPTEMBER 2005 AND CREATED BY TCS (EX TCCP) PLC FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY AND/OR ALL OR ANY OF THE OTHER COMPANIES NAMED THEREIN TO LLOYDS TSB BANK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 21st SEPTEMBER 2005.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 26th SEPTEMBER 2005 .

P. Q.



*Companies House*

— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES