

# M

COMPANIES FORM No. 395

636071 | 13

## 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.

# 395

CHFP025

Pursuant to section 395 of the Companies Act 1985

Please do not  
write in  
this margin

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

\* insert full name  
of Company

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

For official use

Company number

04521168

Name of company

Langtree Group (Spring Gardens) Limited (the **Chargor**)

Date of creation of the charge

13 March 2009

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

A rent account charge dated 13 March 2009 and made between the Chorgor and the Security Trustee (the **Rent Account Charge**).

Amount secured by the mortgage or charge

The liabilities of the Chorgor to the Finance Parties under or pursuant to the Finance Documents except for any liabilities which, if secured by the Rent Account Charge, would result in a contravention by the Chorgor of section 151 of the Companies Act 1985 (the **Secured Liabilities**).

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

Eurohypo AG, London Branch of Fourth Floor, 90 Long Acre, London as agent and trustee for the Finance Parties (the **Security Trustee**).

Postcode WC2E 9RA

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

Denton Wilde Sapte LLP  
One Fleet Place  
London EC4M 7WS  
JP/HJ/57687.00079

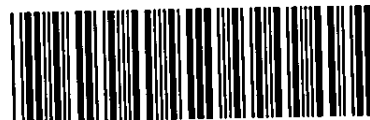
Time critical reference

For official Use (02/00)

Mortgage Section

Post room

WEDNESDAY



\*L8JN389J\*

LD2

18/03/2009

43

COMPANIES HOUSE

Please return  
via  
CH London Counter

Short particulars of all the property mortgaged or charged

See the M395 Continuation Sheet attached.

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

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

Signed Denton Wilde Sapre LLP

Date 13 March 2009

On behalf of [company] [mortgagee/chargee]<sup>†</sup>

Notes

† delete as  
appropriate

- 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

Name of company

\* insert full name  
of company

Langtree Group (Spring Gardens) Limited

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

**1 Security**

The Chargor charged by way of fixed charge all amounts standing to the credit of the Rent Account.

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**2 General**

The provisions of Clauses 4 (as set out in clause 3 of this Form 395) and Clause 8.2 (as set out in clause 4 of this Form 395) of the Debenture (amongst other provisions in the Debenture) apply to the Rent Account Charge.

**3 Nature of Security created**

The Security created under the Rent Account Charge was created:

- (a) as a continuing security to secure the payment and discharge of the Secured Liabilities;
- (b) over all present and future assets of the kind described which are owned by the Chargor and, to the extent that it does not own those assets, shall extend to any right or interest which it may have in them;
- (c) in favour of the Security Trustee as trustee for the Finance Parties; and
- (d) with full title guarantee.

**4 Negative pledge**

The Chargor shall not create or permit to subsist any Security over any Security Asset other than pursuant to or as expressly permitted under the Finance Documents.

**5 Definitions**

In this Form 395:

**Debenture** means the debenture dated 10 December 2007 between (1) the Chargor and (2) the Security Trustee.

**Facility Agreement** means the facility agreement dated 7 December 2007 between the Chargor as Borrower and Eurohypo AG, London Branch (as Security Trustee and in other capacities).

**Finance Documents** means the Facility Agreement and certain other documents (including the Rent Account Charge) specified as Finance Documents in the Facility Agreement.

**Finance Parties** means a Bank Finance Party (as defined in the Facility Agreement) or a Counterparty (as defined in the Facility Agreement) and **Finance Party** means any one of them.

**Rent Account** means the bank account in the name of the Chargor at Bank of Scotland plc numbered 06150747, sort code 80-20-00.

**Security** means a mortgage, charge, pledge, lien, assignment by way of security, right of set-off, retention of title provision, trust or flawed asset arrangement (for the purpose of, or which has the effect of, granting security) or other security interest securing any obligation of any person or any other agreement or arrangement in any jurisdiction having a

**M395 Continuation Sheet**

Company number

04521168

Name of company

\* insert full name  
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Langtree Group (Spring Gardens) Limited

similar effect.

**Security Asset** means, in relation to the Chargor, all of its assets which are the subject of any Security created or to be created by the Rent Account Charge.



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

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

**COMPANY NO. 4521168  
CHARGE NO. 2**

**THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES  
HEREBY CERTIFIES THAT A RENT ACCOUNT CHARGE DATED  
13 MARCH 2009 AND CREATED BY LANGTREE GROUP (SPRING  
GARDENS) LIMITED FOR SECURING ALL MONIES DUE OR TO  
BECOME DUE FROM THE COMPANY TO THE FINANCE  
PARTIES 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 18 MARCH 2009**

**GIVEN AT COMPANIES HOUSE, CARDIFF THE 23 MARCH 2009**



*Companies House*  
— for the record —



**THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES**