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COMPANIES FORM No. 400

A/C 0040074

Particulars of a mortgage or charge subject to which property has been acquired

400

CHFP025

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

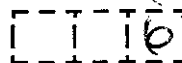
Pursuant to section 400 of the Companies Act 1985

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

To the Registrar of Companies
(Address overleaf - Note 4)

For official use

Company number



3871326

Name of company

* insert full name of Company

*BURFORD CITY PLAZA LIMITED

Date and description of the instrument (if any) creating or evidencing the mortgage or charge (note 1)

See continuation sheet 1 (attached)

Amount secured by the mortgage or charge See continuation sheet 1 (attached)

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

Law Debenture Trustees Limited
Fifth Floor
100 Wood Street
London EC2V 7EX

Short particulars of the property mortgaged or charged

Under the Deed of Release and Substitution, Burford Acquisitions Limited (2877838) charged with full title guarantee in favour of the Trustee by way of first legal mortgage with the payment to the Trustee the following property:

All that land registered at HM Land Registry with freehold title absolute under title number HD343125 being part of Shell Oil Depot, Buncefield Lane, Hemel Hempstead (the "Property")

together with all buildings and erections and fixtures (including trade fixtures) and fittings and fixed plant and machinery for the time being thereon belonging to it and all improvements and additions
(Continued overleaf)

Continue overleaf as necessary

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

Norton Rose
Kempson House
Camomile Street
London
EC3A 7AN
IAV/AA27618

Time critical reference

Ref:#733260 - BCPS014th

For official Use
Mortgage Section

Post room



LD8
COMPANIES HOUSE

0371
19/10/01

Short particulars of the property mortgaged or charged (continued)

thereto subject to and with the benefit of all the existing leases, underleases, tenancies, agreements for lease, rights, covenants and conditions affecting the same but otherwise free from encumbrances.

Under the Thirteenth Supplemental Deed, Burford Investment Company Limited (1761210) charged with full title guarantee in favour of the Trustee by way of fixed equitable charge with the payment to the Trustee all of its interest in the Property together with all buildings and erections and fixtures (including trade fixtures) and fittings and fixed plant and machinery for the time being thereon belonging to it and all improvements and additions thereto subject to and with the benefit of all the existing leases, underleases, tenancies, agreements for lease, rights, covenants and conditions affecting the same but otherwise free from encumbrances (save for any security already created in favour of the Trustee as security for the Stock).

See continuation sheet 1 (attached).

Please do not
write in
this margin

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

Date of the acquisition of the property The beneficial interest was acquired on 3 October 2001
Signed [Signature] Designation COMPANY SECRETARY Date 19-OCT-01

A fee of £10 is
payable to
Companies House
in respect of each
register entry for a
mortgage or
charge.
(See Note 3)

‡ Insert
Director,
Secretary,
Administrator,
or
Administrative
Receiver as
appropriate

Notes

- 1 A description of the instrument, eg, "Trust Deed", "Debenture", etc, as the case may be, should be given.
- 2 A verified copy of the instrument must be delivered with these particulars correctly completed to the Registrar of Companies within 21 days after the date of the completion of the acquisition of the property which is subject to the charge. 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. If the property is situated and the charge was created outside Great Britain, they must be delivered within 21 days after the date on which the copy of the instrument could in due course of post, and if despatched with due diligence have been received in the United Kingdom.
- 3 Cheques and Postal Orders are to be made payable to **Companies House**.
- 4 The address of the Registrar of Companies is:-

Companies House
Crown Way
Cardiff
CF14 3UZ

COMPANIES FORM NO. M400 (Continued)

Particulars of a mortgage or charge subject to which property has been acquired

Continuation Sheet No. 1 to Form M400
(2 pages)

Company Number: **3871326**

Name of Company: **Burford City Plaza Limited**

Date and description of the instrument (if any) creating or evidencing the mortgage or charge (note 1)

Deed of Release and Substitution (the "Deed of Release and Substitution") dated 25 March 1996 between Burford Group Limited (then known as Burford Group PLC), Burford Acquisitions Limited and the Trustee (then known as L.D.C. Trustees Limited).

Thirteenth Supplemental Trust Deed (the "Thirteenth Supplemental Deed") dated 31 August 2001 between Burford Group Limited, the Existing Charging Subsidiaries, the Nominee Companies and the Trustee.

Amount secured by the mortgage or charge

The principal of and interest on the Original Stock, the New Stock and all other moneys payable or to become payable under or pursuant to or secured or intended to be secured by these presents.

Short particulars of the property mortgaged or charged

As used herein, the following terms shall have the following meanings:

"Existing Charging Subsidiary" means each of Burford City Plaza Limited, Burford (Savoy) Limited, Burford (Dunstable) Limited, Burford Secured Properties Limited, Burford Investment Company Limited, Burford Realisations Limited, Burford Stoke Limited, Burford WC2 Limited, Burford Investment Properties Limited, Burford Thurrock Limited and Burford UK Properties Limited;

"Further Stock" means any further first mortgage debenture stock which may be created and issued by Burford Group Limited pursuant to the Principal Deed or, as the case may be, the amount thereof for the time being issued and outstanding;

"New Stock" means the £45,999,570 9 5/8 per cent. First Mortgage Debenture Stock 2019 of Burford Group Limited created by resolution of its board of directors passed on 13 October 1994 or, as the case may be, the amount thereof for the time being issued and outstanding;

"Nominee Company" means each of Burford City Plaza Shares 1 Limited, Burford City Plaza Shares 2 Limited, Burford Savoy Shares 1 Limited, Burford Savoy Shares 2 Limited, Burford Dunstable Shares 1 Limited, Burford Dunstable Shares 2 Limited, Burford Runcorn Shares 1 Limited, Burford Runcorn Shares 2 Limited, Burford Sovereign House Shares 1 Limited, Burford Sovereign House Shares 2 Limited, Burford Fountain Shares 1 Limited, Burford Fountain Shares 2 Limited, Burford Gallery Shares 1 Limited, Burford Gallery Shares 2 Limited, Burford Nissel Shares 1 Limited, Burford Nissel Shares 2 Limited, Burford SO Shares 1 Limited, Burford SO Shares 2 Limited, Burford DO Shares 1 Limited, Burford DO Shares 2 Limited, Burford Meadowbank Shares 1 Limited, Burford Meadowbank Shares 2 Limited, Burford Stoke Shares 1 Limited, Burford Stoke Shares 2 Limited, Burford Wellington Shares 1 Limited, Burford Wellington Shares 2 Limited, Burford Berners Street Shares 1 Limited, Burford Berners Street Shares 2 Limited, Burford Thurrock Shares 1 Limited, Burford Thurrock Shares 2 Limited, Burford Carrington Rover Shares 1 Limited and Burford Carrington Rover Shares 2 Limited;

"Original Stock" means the £100,000,000 9 5/8 per cent. First Mortgage Debenture Stock 2019 of Burford Group Limited created by resolution of its board of directors passed on 1 September 1994 or, as the case may be, the amount thereof for the time being issued and outstanding;

"Principal Deed" means the trust deed dated 14 September 1994 between Burford Group Limited (then known as Burford Group PLC), Burford Acquisitions Limited, Burford (1994) Limited and the Trustee (then known as L.D.C. Trustees Limited);

"these presents" means the Principal Deed and the schedules thereto, any deed expressed to be supplemental thereto and the schedules (if any) thereto (including any deed constituting or securing any Further Stock) and any other deed or instrument conferring rights on the Trustee or to which it may be a party executed or entered into pursuant to the Principal Deed or any deed supplemental thereto; and

"Trustee" means Law Debenture Trustees Limited (formerly known as L.D.C. Trustees Limited) or other the trustee or trustees for the time being of these presents.

Note: since the acquisition of the beneficial interest in the Property by the Company, the following companies referred to herein have changed their names as follows:

Name of Company (as at the date of acquisition)	New name of Company	Company Number
Burford Group Limited	C.G.I.S. Group Limited	1639334
Burford City Plaza Shares 1 Limited	C.G.I.S. City Plaza Shares 1 Limited	4217352
Burford City Plaza Shares 2 Limited	C.G.I.S. City Plaza Shares 2 Limited	4217363
Burford Savoy Shares 1 Limited	C.G.I.S. Savoy Shares 1 Limited	4217383
Burford Savoy Shares 2 Limited	C.G.I.S. Savoy Shares 2 Limited	4217392
Burford Dunstable Shares 1 Limited	C.G.I.S. Dunstable Shares 1 Limited	4217405
Burford Dunstable Shares 2 Limited	C.G.I.S. Dunstable Shares 2 Limited	4217395

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

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

COMPANY No. 03871326

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEED OF RELEASE AND SUBSTITUTION DATED 25 MARCH 1996 BETWEEN BURFORD GROUP LIMITED (THE K/A BURFORD GROUP PLC), BURFORD ACQUISITIONS LIMITED AND THE TRUSTEE (THEN K/A L.D.C. TRUSTEES LIMITED) AND 13TH SUPPLEMENTAL TRUST DEED DATED 31 AUGUST 2001 BETWEEN BURFORD GROUP LIMITED, THE EXISTING CHARGING SUBSIDIARIES, THE NOMINEE COMPANIES AND THE TRUSTEE. (ALL TERMS AS DEFINED) FOR THE PRINCIPAL OF AND INTEREST ON THE ORIGINAL STOCK, THE NEW STOCK AND ALL TOTHER MONEYS PAYABLE OR TO BECOME PAYABLE UNDER OR PURSUANT TO OR SECURED OR INTENDED TO BE SECURED BY THESE PRESENTS (ALL TERMS AS DEFINED) SECURED ON THE PROPERTY ACQUIRED BY BURFORD CITY PLAZA LIMITED ON THE 3rd OCTOBER 2001 WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 19th OCTOBER 2001.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 24th OCTOBER 2001.



C O M P A N I E S H O U S E

HC026B