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COMPANIES FORM No. 395

Particulars of a mortgage or charge

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

CHFP025

Please do not
write in
this margin

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

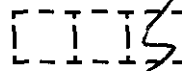
*insert full name
of Company

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number



30209

Name of company

* HARRODS LIMITED

Date of creation of the charge

15th November 2000

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

DEBENTURE (FLOATING CHARGE) (the "Debenture")

Amount secured by the mortgage or charge

The payment and discharge of the sum of £1000 such sum only to be paid and discharged as the last £1000 of the Liabilities (being all monies 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 Borrower and/or the Company to the Beneficiaries or otherwise 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 on any current or other account whatever including interest discount commission and other costs charges and expenses or under the Debenture).

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

NATIONAL WESTMINSTER BANK PLC, ("the Security Trustee")
5TH FLOOR, JUNO COURT,
24 PRESCOT STREET, LONDON (as security trustee for the Beneficiaries
pursuant to the Facility Agreement)

Postcode E1 8BB

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

Berwin Leighton
Adelaide House
London Bridge
London
EC4R 9HA

GDAW/N0177/00139 (1354702)

Time critical reference

For official Use
Mortgage Section

Post room



COMPANIES HOUSE

28/11/00

By way of floating charge all the assets, property and undertaking of the Company both present and future.

NOTES:

1. The Debenture provides that the Company shall be free to create other Security Interests that rank equal to or in priority to the charge created by the Debenture.
2. The Debenture provides that the Security Trustee may at any time on or after the presentation of a petition for an administration order over the Company but not otherwise by written notice to the Company convert the floating charge created by the Debenture into a fixed charge as regards any property specified in the notice.
3. The Debenture provides that the Company shall execute and do at its own costs and in such form as reasonably required by the Security Trustee such further floating charges and such assurances, deeds, documents, acts and things as the Security Trustee may reasonably require to perfect the security created by the Debenture and/or to facilitate or effect any dealing with the Charged Assets in accordance with the Debenture.

Particulars as to commission allowance or discount (note 3)

Signed Berwin Heighton

Date 28th November 2000

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

Please do not write in this margin

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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 situated 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:-

Companies House, Crown Way, Cardiff CF4 3UZ

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binding margin

**Particulars of a mortgage or charge
(continued)**

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

CHFP025

Please complete
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bold block lettering

Company Number

30209

Name of Company

HARRODS LIMITED

Limited*

* delete if
inappropriate

Description of the instrument creating or evidencing the mortgage or charge (continued) (note 2)

Please do not
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**Please complete
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bold block lettering**

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Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)

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4. In this form the following definitions apply:

"Beneficiaries" - as defined in the Facility Agreement (being National Westminster Bank plc and its successors and assigns (as agent for the purposes of the Facility Agreement), the Security Trustee, the counterparty to any Hedging Arrangement (as defined in the Facility Agreement) and the Lenders);

"Facility Agreement" - any agreement entered into by the Borrower and/or the Chargor from time to time identifying the respective amounts and/or respective terms of any sum or other liability forming part of the Liabilities, whether dated before or after the date of this deed and any letter, charge, guarantee, indemnity or other instrument issued or entered into pursuant or supplemental to it;

"Security Interests" - as defined in the Facility Agreement (being any mortgage, pledge, lien, charge, security assignment, hypothecation, standard security, security trust, encumbrance or security interest and any other agreement or arrangement entered into to create or confer security over any asset);

"Charged Assets" - 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 Debenture and the subject matter of each of them;


"Borrower" - Harrods Property Limited including its successors in title and assigns.

RH/N177/139/1354702

Please complete
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bold block lettering

BERWIN LEIGHTON
Adelaide House London Bridge London EC4R 9HA

MORTGAGE FOR REGISTRATION AT COMPANIES REGISTRY

NAME OF PRINCIPAL:	MARK WAGHORN
FILE NUMBER:	N0177/00139
CLIENT:	NATIONAL WESTMINSTER BANK PLC
MORTGAGOR AND ITS REGISTERED NUMBER:	HARRODS LIMITED COMPANY NUMBER 30209
BORROWER (IF NOT MORTGAGOR)	HARRODS PROPERTY LIMITED
SECURITY:	FLOATING CHARGE
FORM 395 APPROVED BY:	
DATE OF MORTGAGE:	15 NOVEMBER 2000
LAST DAY FOR REGISTRATION:	6 DECEMBER 2000
DATE REGISTERED:	
RECEIVED MORTGAGE AND CERTIFICATE OF REGISTRATION:	

This form together with the relevant documents should be submitted to cashiers.

The documents must be returned by the Post Room to the Cashiers Department, who will return them to the principal above named, and obtain his/her signature on this form by way of receipt.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 00030209

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE (FLOATING CHARGE) DATED THE 15th NOVEMBER 2000 AND CREATED BY HARRODS LIMITED FOR SECURING THE SUM OF £1000 SUCH SUM ONLY TO BE PAID AS THE LAST £1000 OF THE LIABILITIES BEING ALL MONIES AND LIABILITIES DUE OR TO BECOME DUE FROM THE BORROWER AND/OR THE COMPANY TO THE BENEFICIARIES ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 28th NOVEMBER 2000.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 30th NOVEMBER 2000.

LC
JO



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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