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COMPANIES FORM NO. 395

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.



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395

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

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Company number

0053830

Name of company

Savoy Theatre Limited (the "Mortgagor")

Date of creation of the charge

23 February 2006

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

Legal Charge made between the Mortgagor (1) and the Bank (2) (the "Legal Charge")

Amount secured by the mortgage or charge

All the Mortgagor's liabilities to the Bank of any kind and in any currency (whether present or future actual or contingent and whether incurred alone or jointly with another) together with the Bank's charges and commission Interest and Expenses.

(the "Mortgagor's Obligations")

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

National Westminster Bank plc

135 Bishopsgate, London

(the "Bank")

Postcode

EC2M 3UR

Presentor's name and address and

reference (if any):

Taylor Wessing
Carmelite
50 Victoria Embankment
London
EC4Y 0DX

Ref: AKG/IMB

Time critical reference

RBS-7-42/Legal Charge Savoy Theatre Ltd

For official Use
Mortgage Section

Post room



Short particulars of all the property mortgaged or charged

Charge

The Mortgagor covenants to discharge on demand the Mortgagor's Obligations and as a continuing security for such discharge and with full title guarantee charged to the Bank:-

- 1.1 By way of legal mortgage of all legal interests and otherwise by way of fixed charge the Property (to the full extent of the Mortgagor's interest in the Property or its proceeds of sale)
- 1.2 By way of fixed charge if the Mortgagor is not an individual:-
- 1.2.1 All the fixtures and fittings of the Mortgagor from time to time attached to the Property
- 1.2.2 All the plant and machinery vehicles and computer equipment of the Mortgagor present and future at the Property not regularly disposed of in the ordinary course of business and all associated warranties and maintenance contracts
- 1.2.3 All furniture furnishings equipment tools and other chattels of the Mortgagor now and in the future at the Property and not regularly disposed of in the ordinary course of business
- 1.3 By way of fixed charge the Goodwill all rents receivable from any lease granted out of the Property and the proceeds of any insurance from time to time affecting the Property or the Charged Assets

Note:- The Legal Charge contains covenants by the Mortgagor with the Bank not without the Bank's prior written consent to:

- (a) create or permit to arise any mortgage charge or lien on the Property, the Charged Assets or the Goodwill nor to dispose of the charged property;
- (b) grant or accept a surrender of any lease or licence or part with or share possession or occupation of the Property; and
- (c) Dispose of or part with or share possession or occupation of the Property the Charged Assets or the Goodwill.

Definitions:

Charged Assets The assets charged by paragraph 1 above

Expenses All expenses (on a full indemnity basis) incurred by the Bank or any Receiver at any time in connection with the Property the Charged Assets the Goodwill or the Mortgagor's Obligations or in taking or perfecting the Legal Charge or in preserving defending or enforcing the security created by the Legal Charge or in exercising any power under the Legal Charge or otherwise with Interest from the date they are incurred

Goodwill The present and future goodwill of any business carried on at the Property by or on behalf of the Mortgagor

Interest Interest at the rate(s) charged to the Mortgagor by the Bank from time to time

Property Savoy Theatre, Carting Lane, London with Land Registry Title number NGL770407 and NGL850767

Particulars as to commission allowance or discount (note 3)

Nil

For National Westminster Bank plc

Signed Taylor Wessing Date 28-02-06

On behalf of the mortgagee/chargee

Please do not write in this margin

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

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A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge. (See Note 5)

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 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, DX: 33050 Cardiff

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 00053830

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 23rd FEBRUARY 2006 AND CREATED BY SAVOY THEATRE LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO NATIONAL WESTMINSTER BANK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 1st MARCH 2006.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 3rd MARCH 2006.



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES