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COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

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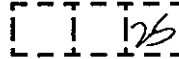
Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

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



104394

Name of company

* ALLIED LONDON PROPERTIES PLC

* insert full name
of company

Date of creation of the charge

31st May 1996

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

Deed of Release and Substitution made between Allied London Properties plc (1) Allied London Investments Limited (2) Gough Cooper Properties Limited (3) and L.D.C. Trustees Limited (the "Trustee") (4)

Amount secured by the mortgage or charge

The principal of and interest on the £75,000,000 10 3/4 per cent. First Mortgage Debenture Stock 2025 of Allied London Properties plc and all other moneys intended to be secured by the Trust Deed dated 6th December 1985 (the "Principal Deed") and the Deeds supplemental thereto dated 2 March 1989, 29 May 1990, 1 October 1990, 20 December 1990, 10 June 1992, 18 June 1992, 12 January 1993, 16 November 1993, 3 June 1994, 28 September 1994, 10 March 1995, 22 December 1995, 26th March 1996 and the above Deed respectively.

The Principal of and interest on the £75,000,000 10 3/4 per cent. First Mortgage Debenture Stock 2025 of Allied London Properties plc and all other moneys intended to be secured by the Trust Deed dated 6th December 1985 (the "Principal Deed") and the Deeds supplemental thereto dated 2 March 1989, 29 May 1990, 1 October 1990, 20 December 1990, 10 June 1992, 18 June 1992, 12 January 1993, 16 November 1993, 3 June 1994, 28 September 1994, 10 March 1995, 22 December 1995, 26th March 1996 and the above Deed respectively.

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

L.D.C. Trustees Limited

Princes House 95 Gresham Street

London

Postcode

EC2V 7LY

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

Slaughter & May
35 Basinghall Street
LONDON EC2V 5DB

JEFR/JRXP

Time critical reference

For official use
Mortgage Section

Post room



1. By way of first legal mortgage the property known as the Princess Square Shopping Centre, Bracknell, Berkshire registered at H.M. Land Registry with freehold title number BK237506 and with leasehold title number BK195134. Together in both cases with all buildings and erections and fixtures (including tenants' and trade fixtures belonging to the Company) and fixed plant and machinery for the time being thereon belonging to it and all improvements and additions thereto.

2. The Company has assigned to the Trustee all moneys payable by virtue of any insurance on the Mortgaged Property (as defined in the Principal Deed) including (without prejudice to the generality of the foregoing) insurance effected pursuant to Clauses 16(M) and 16(N) (subject as thereby provided) of the Principal Deed and such moneys shall be deemed to be part of the Mortgaged Property and shall be paid to the Trustee and applied in accordance with Clauses 16(M) and 16(N) (as applicable) of the Principal Deed.

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lettering

Particulars as to commission allowance or discount (note 3)

None

Signed

Stanford and May

Date *12th June* 1996

On behalf of ~~(company)~~ (mortgagee/chargee) †

† 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.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 00104394

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEED OF RELEASE AND SUBSTITUTION DATED THE 31st MAY 1996 AND CREATED BY ALLIED LONDON PROPERTIES PUBLIC LIMITED COMPANY FOR SECURING THE PRINCIPAL OF AND INTEREST ON THE £75,000,000 10 3/4 PER CENT. FIRST MORTGAGE DEBENTURE STOCK 2025 OF THE COMPANY AND ALL OTHER MONIES DUE FROM THE COMPANY TO L.D.C. TRUSTEES LIMITED UNDER THE TERMS OF THE TRUST DEED DATED 6 DECEMBER 1985 AND DEEDS SUPPLEMENTAL THERETO WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 14th JUNE 1996.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 18th JUNE 1996.

Fiona M. Sangster

FIONA M. SANGSTER

for the Registrar of Companies