



CHFP004

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.

395

Please do not
write in
this margin

Pursuant to section 395 of the Companies Act 1985

039420120

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

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

For official use



Company number

307397

*Insert full name
of Company

Name of company

* Mentmore Limited ("Company")

Date of creation of the charge

4 August 2004

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

Legal Charge ("Legal charge")

Amount secured by the mortgage or charge

All the Company's liabilities to the Security Beneficiaries of any kind and in any currency (whether present or future actual or contingent and whether incurred alone or jointly with another) including the Security Beneficiaries' banking charges, commission, interest, costs and expenses.

"Security Beneficiaries" means the Security Beneficiaries as defined in the Security Trust Deed.

"Security Trust Deed" means the security trust deed dated 28 April 2004 between (1) Barclays Capital (the investment banking division of Barclays Bank PLC) and The Royal Bank of Scotland plc (as Arrangers), (2) Barclays Bank PLC (as Original Lender), (3) National Westminster Bank plc (as Original Lender), (4) The Royal Bank of Scotland Plc (as Agent), (5) The Royal Bank of Scotland plc (as Security Trustee), (6) Bridgepoint Capital (Nominees) Limited and (7) the Obligors (as defined therein).

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

The Royal Bank of Scotland plc (as Security Trustee for the Security Beneficiaries) ("Security Trustee")

36 St Andrew Square

Edinburgh

Postcode

EH2 2YB

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

Our Ref: PK/NI 37981-120080 - 3912863
DLA
Victoria Square House
Victoria Square
Birmingham
B2 4DL

Time critical reference

For official Use
Mortgage Section

Post room



A02
COMPANIES HOUSE

0571
12/08/04

Short particulars of all the property mortgaged or charged

1 By way of legal mortgage:-

The leasehold property known as 14 Pepys Road, Wimbledon (as described further in a lease dated 18 June 1999 between (1) MEK Investments Limited and (2) Mentmore Abbey plc) ("Property") all covenants and rights affecting or concerning the Property and any share from time to time held by the Company in any landlord or management company of the Property.

2 By way of fixed charge:-

- 2.1 The fixtures and fittings of the Company from time to time attached to the Property.
- 2.2 The plant and machinery vehicles and computer equipment of the Company now and in the future not regularly disposed of in the ordinary course of business and all associated warranties and maintenance contracts.
- 2.3 The furniture furnishings equipment tools and other chattels of the Company now and in the future at the Property and not regularly disposed of in the ordinary course of business.
- 2.4 The present and future goodwill of any business carried on at the Property by or on behalf of the Company the 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 assets referred to above.

Note:- The Legal Charge contains covenants by the Company with the Security Trustee not without the Security Trustees' prior written consent to:

- (a) create or permit to arise any mortgage charge or lien on the charged property, 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.

Particulars as to commission allowance or discount (note 3)

N/A

For The Royal Bank of Scotland Plc

Signed D2A LLP

Date 11 August 2004

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

Please do not write in this margin

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

P
300

A fee of £10 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. 00307397

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 4th AUGUST 2004 AND CREATED BY MENTMORE LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE ROYAL BANK OF SCOTLAND plc ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 12th AUGUST 2004.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 16th AUGUST 2004.

D. Angela



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —