

**Particulars of a mortgage or charge**

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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 For official use  
(Address overleaf-Note 5)

Company Number

323690

Name of Company

\* Cavendish-Woodhouse (Holdings) Limited (the "Company")

Date of creation of the charge

31 March 1998

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

An Indenture of Mortgage dated 31 March 1998 between the Company and the Trustee.

Amount secured by the charge

The payment of the principal of, premium (if any) and interest on the Bonds, and any further bonds and all other moneys covenanted to be paid by BL Universal PLC to the Trustee under or pursuant to the Trust Deed dated 31 March 1998 constituting and securing £100,000,000 6 3/4 per cent. First Mortgage Debenture Bonds due 2011 and £200,000,000 6 3/4 per cent. First Mortgage Debenture Bonds due 2020 (with authority to issue further First Mortgage debenture bonds or notes) (the "Bonds") between BL Universal PLC, the Company and others and the Trustee (the "Trust Deed").

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

Royal Exchange Trust Company Limited, as trustee for the Holders of the Bonds (the  
"Trustee"), 155 Bishopsgate, London

Postcode

EC2M 3TG

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

WESPAERDS  
65 FLEET STREET  
LONDON EC4A 3DF  
(Ref: PA)

Working copy of 1391231/0.4/08 Apr 1998

Time critical reference

For Official Use  
Mortgage Section

Post Room



Short particulars of all the property charged

- 1 The premises known as Cavendish House, Grafton Street in the Parish of St. Andrew and City of Dublin comprising 28 and 29 Grafton Street, the rear of 25 Grafton Street (formerly known as the rear of 30 Grafton Street), 9 and 10 Lemon Street and the rear of 7 South Anne Street, subject to and with the benefit of an Indenture of Lease dated 9 August 1979 between the Company and Switzer & Co Limited; and also subject to insofar as the same may affect the rear of 7 South Anne Street, to an Indenture of Lease dated 19 September 1988 between the Company and Clark Promotions Limited but without any benefit deriving from the said Lease.

Note: If the Company creates any security which under any law in force at the date of the Trust Deed (as from time to time amended, extended or re-enacted) would give the right to any party to appoint a receiver or manager who would be an administrative receiver of any part of the specifically mortgaged premises, then security shall at the same time be granted to the Trustee (to its reasonable satisfaction) on behalf of the Holders of the Bonds (being the several persons who are for the time being holders of the Bonds) and the Couponholders (being the several persons who are for the time being holders of bearer interest coupons appertaining to the Bonds which are for the time being in bearer form) which shall grant to the Trustee the right also to appoint an administrative receiver in respect of the Company. Any such security granted to the Trustee shall not have any right as to priority, whether in respect of security granted prior thereto or subsequently.

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Particulars as to commission allowance or discount (note3)

Signed

*Freshfields*

Date

16 APRIL 1998

On behalf of ~~[company]~~ [chargee]†

† 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. The address of the Registrar of Companies is:-  
Companies House, Crown Way, Cardiff CF4 3UZ

FILE COPY



## CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 00323690

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT AN INDENTURE OF MORTGAGE DATED THE 31st MARCH 1998 AND CREATED BY CAVENDISH-WOODHOUSE (HOLDINGS) LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO ROYAL EXCHANGE TRUST COMPANY LIMITED (AS TRUSTEE FOR THE HOLDERS OF THE BONDS) UNDER THE TERMS OF THE TRUST DEED DATED 31st MARCH 1998 BETWEEN BL UNIVERSAL PLC THE COMPANY AND OTHERS AND THE TRUSTEE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 16th APRIL 1998.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 20th APRIL 1998.

A handwritten signature in dark ink, appearing to read 'P. Davies'.

PHIL DAVIES

for the Registrar of Companies



C O M P A N I E S   H O U S E

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