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COMPANIES FORM No. 395

395

Particulars of a mortgage or charge

Please do not
write in
this margin

Pursuant to section 395 of the Companies Act 1985

Please complete
legibly, preferably
in black type or
bold block
lettering*Insert full name
of company

To the Registrar of Companies

For official use Company number

[Signature]

447577

Name of company

* HILLERSDON ESTATES & INVESTMENTS LIMITED

Date of creation of the charge

21 JUNE 1996

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

LEGAL CHARGE

Amount secured by the mortgage or charge

All monies
due or to become
due or to become
due or to become
due or to become

All moneys obligations and liabilities whatsoever whether for principal interest or otherwise which may now or at any time in the future be due owing or incurred by Boldside Limited or the company to the mortgagees under the terms of the Facility Letter or the Charge whether present or future actual or contingent and whether alone severally or jointly as principal guarantor surety or otherwise and in whatever name or style and whether on any current or other account or in any other manner whatsoever including all interest commission fees legal and other costs charges and expenses.

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

→ Knoxville Holdings Limited whose registered office is situate
at Tropic Isle Building, PO Box 438, Road Town, Tortola,
British Virgin Islands

Postcode

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

Messrs Green David
Conway & Co
45 Crawford Place
London W1H 2BY

Ref: PLB

Time critical reference

For official use
Mortgage section

Post room

A10 *AA880MYK* 584
COMPANIES HOUSE 04/07/96

Short particulars of all the property mortgaged or charged

Firstly all the following properties:-

1. ALL THAT freehold property known as and situated at 100 Seymour Place, London W1 as the same is registered at HM Land Registry with title absolute under title number LN104913.
2. ALL THAT freehold property known as and situated at 114 Seymour Place, London W1 as the same is registered at HM Land Registry with title absolute under title number LN123886.
3. ALL THAT freehold property known as and situated at 48 Lexington Street, London W1 as the same is registered at HM Land Registry with title absolute under title number NGL282309.
4. ALL THAT freehold property known as and situated at 12 Cambridge Street, London SW1 as the same is registered at HM Land Registry with title absolute under title number 167907.

(Continued on Continuation Sheet No. 1)

Please do not write in this margin

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

Particulars as to commission allowance or discount (note 3)

Nil.

Signed



Date

3/7/96

On behalf of [company]-[mortgagee/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 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.

Please do not
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Particulars of a mortgage or charge (continued)

Continuation sheet No 1
to Forms Nos 395 and 410 (Scot)

Company number

447577

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

Name of company

HILLERSDON ESTATES & INVESTMENTS

Limited*

*Delete if
inappropriate

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

Amount due or owing on the mortgage or charge (continued)

Please do not
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Please complete
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bold block lettering

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

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

1

(Continued from Form 395)

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

5. ALL THAT freehold property known as and situated at 141/
141a Hale Lane, Edgware, London as the same is registered at
HM Land Registry with title absolute under title number 655718.

6. ALL THAT freehold property known as and situated at 32
Queenswood Road, London SE23 as the same is registered at HM
Land Registry with title absolute under title number SGL83217.

Including all rights attached or appurtenant to the properties
and all buildings fixtures and fittings plant and machinery
from time to time situate thereon.

And secondly the gross rents licences fees and other moneys
receivable now or hereinafter at any time by Boldside Limited
in respect of or arising out of any lease of the properties
referred to above or any agreement for lease or otherwise without
limitation derived by Boldside Limited from the properties above
or otherwise paid or received by Boldside Limited in respect of
the properties (including without limitation all mesne profits)
but save for insurance rents and service charges or the like
whether present or future and whether payable now or in the
future and the proceeds of any sale lease or other
disposition of the properties or any part of them and all
rights and claims of the company or Boldside Limited
against all lessees sub-lessees licensees or occupiers of
the above properties and all guarantors and sureties for
the obligations of any such person or other third parties in
relation to the above properties now or in the future existing
and capable of being satisfied by the payment of money.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 00447577

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 21st JUNE 1996 AND CREATED BY HILLERSDON ESTATES & INVESTMENTS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY AND/OR BOLDSIDE LIMITED TO KNOXVILLE HOLDINGS LIMITED UNDER THE TERMS OF THE FACILITY LETTER OR THE CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 4th JULY 1996.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 5th JULY 1996.

J. Cambourne

J. CAMBOURNE

for the Registrar of Companies

*DM
25.7*



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

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