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* insert full name
of company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

50

395

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

[] [] [] [] [] [] [] [] [] []

1040501

Name of company

* BRITISH ENSIGN ESTATES LIMITED

Date of creation of the charge

2nd September 1998

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

Legal Charge

Amount secured by the mortgage or charge

"All sums of money owed and all liabilities or obligations to be carried out to the Bank at any time and from time to time by the Borrower whether:

i) they arise before or after the Bank has demanded that they are repaid or carried out.

ii) they are owed or to be carried out immediately or only after a stated event has occurred.

iii) the Borrower owes or is to carry them out on his own or jointly with any other persons.

iv) the Borrower owes or is to carry them out in his own account or as guarantor for other persons together with Interest upon them and Expenses relating to them."

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

The Governor and Company of The Bank of Scotland
Legal Services 2 Castle Terrace
Edinburgh
EH1 2YA

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

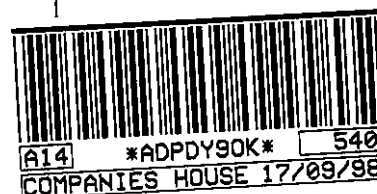
Russell-Cooke Potter & Chapman
8 Bedford Row
LONDON
WC1R 4BU

MJM/31991/070

Time critical reference

For official use
Mortgage Section

Post room



Short particulars of all the property mortgaged or charged

1. By way of legal mortgage all that leasehold property known as 24a Hays Mews London W1 as the same is held under a Lease dated 2nd day of September 1998 and made between (1) Ropemaker Properties Limited (2) The Company for a term of years commencing on the 2nd September 1998 and expiring on the 24th December 2050 ("the Property")
2. By way of fixed charge all buildings and other structures on, and items fixed to, the Property
3. By way of fixed charge any goodwill relating to the Property or the business or undertaking conducted at the Property
4. By way of fixed charge all plant, machinery and other items affixed to and forming part of the Property on or at any time after the date of this Charge
5. By way of assignment the Rental Sums together with the benefit of all rights and remedies of the Company relating to them to hold to the Bank absolutely subject to redemption upon repayment of the Debt

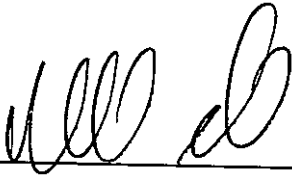
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Particulars as to commission allowance or discount (note 3)

None

Signed



Date 11 September 1998

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.

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**Particulars of a mortgage or charge
(continued)**

Continuation sheet No _____
to Form No 395 and 410 (Scot)

CHA 116

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Company Number

1040501

Name of Company

BRITISH ENSIGN ESTATES LIMITED

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)

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

Please complete
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bold block lettering

6. By way of fixed charge the proceeds of any claim made under any insurance policy relating to any of the property charged under this Charge: and

7. If the Borrower is a company (which shall include an industrial and provident society registered under the Industrial and Provident Society Acts) by way of floating charge all unattached plant, machinery, chattels and goods now or at any time after the date of this Charge on or in or used in connection with the Property or the business or undertaking conducted at the Property.

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CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 01040501

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 2nd SEPTEMBER 1998 AND CREATED BY BRITISH ENSIGN ESTATES LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 17th SEPTEMBER 1998.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 18th SEPTEMBER 1998 .

M. J. [illegible]
18/09/98

for the Registrar of Companies



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

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