

# M

## COMPANIES FORM No. 395

### Particulars of a mortgage or charge

# 395

A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge.

CHFP025

Please do not write in this margin

Please complete 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  
(Address overleaf - Note 6)

For official use

Company number

[9111]

1239120

Name of company

\* INTERNATIONAL HOUSE TRUST LIMITED ("the Company")

Date of creation of the charge

29 July 2005

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

All monies debenture given by the Company in favour to AIB Group (UK) p.l.c. ("AIB") ("the Debenture")

Amount secured by the mortgage or charge

All monies due, owing or incurred by and other liabilities of the Company to AIB pursuant to the Facility Agreement dated 30 June 2005 between the Company and AIB ("the Secured Obligations").

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

AIB Group (UK) p.l.c.  
4 Queen's Square, Belfast, Northern Ireland

Postcode BT1 3DJ

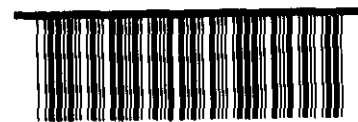
Presentor's name address and reference (if any):

Boodle Hatfield  
89 New Bond Street  
London  
W1S 1DA

Time critical reference

For official Use (02/00)  
Mortgage Section

Post room



A11  
COMPANIES HOUSE

0738  
02/08/05

Please see continuation sheet.

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)

Signed

*Goodle Hatfield*

Date

*1<sup>st</sup> August 2005*

On behalf of ~~XXXXXX~~ [mortgagee/chargee] †

*A fee 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 A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge. Cheques and Postal Orders must be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is: Companies House, Crown Way, Cardiff CF14 3UZ

CHFP025

# Particulars of a mortgage or charge (continued)

Please do not  
write in this  
binding margin

Continuation sheet No 2  
to Form No 395 and 410 (Scot)

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

Company Number

1239120

Name of Company

INTERNATIONAL HOUSE TRUST

Limited\*

\* delete if  
inappropriate

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

1. A legal mortgage over the property known as 1-6 Yarmouth Place, London W1J 7BU ("the Property") together with all buildings, fixtures (including trade fixtures) and fixed plant and machinery owned by or charged to the Company and from time to time on such Property (together "the Legally Mortgaged Property") and/or the proceeds of sale of the Legally Mortgaged Property;
2. A fixed equitable charge over all estates or interests in any freehold and leasehold property (except the Legally Mortgaged Property) now and at any time during the continuance of this security belonging to or charged to the Company and all licences now or hereafter held by the Company to enter upon or use land and the benefit of all other agreements relating to land to which the Company is or may become a party or otherwise entitled and all buildings, fixtures (including trade fixtures) and fixed plant and machinery owned by the Company and from time to time on or in any freehold or leasehold property an interest in which is charged hereunder (together "the Equitably Charged Property") and/or the proceeds of sale of the Equitably Charged Property;
3. A fixed charge all balances standing to the credit of any current, deposit or other account of the Company with AIB (including, inter alia, any account with AIB designated a realisations account for the proceeds of disposal of any of the assets of the Company) or with other bankers, financial institutions or similar third parties ("the Credit Balances");
4. A fixed charge over all stocks, shares and/or other securities in any other body corporate whether or not certified (together "the Securities") now or at any time during the continuance of this security belonging to the Company (including, without prejudice to the generality of the foregoing, loan capital, indebtedness or liabilities on any account or in any manner owing to the Company) and all rights in respect of or incidental to the Securities;
5. A fixed charge over the goodwill and the uncalled capital of the Company now or at any time hereafter in existence and future calls (whether made by the direction of the Company or a receiver, an administrator or a liquidator) and the licences, patents, patent applications, trade names and rights in trademarks, copyrights, whether registered or not, rights in the nature of copyright, registered designs, know how, inventions, rights in confidential information, service marks and all other intellectual property rights now or at any time during the continuance of this security belonging to the Company (together the "Goodwill and Intellectual Property");

6. A fixed charge over all plant, machinery, vehicles, computers and office and other equipment now or at any time during the continuance of this security belonging to the Company other than insofar as it is part of the Company's stock in trade (together "the Equipment");

7. A floating charge over its undertaking and all its other property, assets and rights whatsoever and whatsoever present and/or future, including those expressed as charged by way of fixed charge and/or mortgage under paragraphs 1 to 6 above or assigned under paragraph 8 below (Security Assignment) if, and to the extent that, such charge, mortgage or assignment may fail (whether by virtue of the laws of England and Wales or the laws of any other jurisdiction in which the relevant property, asset or right is located or to which it is subject) for any reason to operate as a fixed charge, mortgage or assignment (hereinafter called "the Property Charged by way of Floating Charge" and together with the Legally Mortgaged Property, the Equitably Charged Property, the Book and other Debts, the Credit Balances, the Securities, the Goodwill and Intellectual Property, the Equipment, the Assigned Assets and all other property hereby mortgaged or charged collectively called "the Charged Property" which expression may be taken to refer to the real and/or the personal or incorporeal property hereby mortgaged or charged as the context may require or admit).

Each charge, mortgage or assignment by way of security hereby created is separate, independent of and distinct from and in addition to every other such charge, mortgage or assignment.

Paragraph 14 of Schedule B1 to the Insolvency Act 1986 (incorporated by Section 248 and Schedule 16 of the Enterprise Act 2002) shall apply to any floating charge created pursuant to the Debenture.

#### 8. Security Assignment

(i) As further security for the payment and discharge of the Secured Obligations, the Company assigns absolutely with full title guarantee to AIB all its rights, title and interest in the sale agreement to be entered into on or about today's date between the Company and Rossmere Developments Limited under which the Company agrees to sell the Property ("the Sale Agreement") provided that completion at the same AIB will at the Company's reasonable cost re-assign the Sale Agreement to the Company (or as it shall direct).

(ii) Until the occurrence of an event of default under the Debenture, the Company may continue to deal with the counterparties to the Sale Agreement.

FILE COPY



## CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 01239120

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A MORTGAGE DEBENTURE DATED THE 29th JULY 2005 AND CREATED BY INTERNATIONAL HOUSE TRUST LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO AIB GROUP (UK) PLC UNDER THE TERMS OF THE AFOREMENTIONED INSTRUMENT CREATING OR EVIDENCING THE CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 2nd AUGUST 2005.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 3rd AUGUST 2005.

*P. D. M. M.*



*Companies House*

— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES