

M

COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

Please do not
write in
this margin

Pursuant to section 395 of the Companies Act 1985

M 369 10/Jul/87

To the Registrar of Companies

For official use

Company number

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2130919

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

Name of company

* insert full name
of company

* RAYMAN INVESTMENTS LIMITED

Date of creation of the charge

19th June 1987

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

Legal Charge

Amount secured by the mortgage or charge

All sums covenanted to be paid to the Lender under the terms of the
Legal Charge

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

GAMLESTADEN LIMITED
of 49 Charles Street London

Postcode

W1X 7PA

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

MICHAEL ROSCOE ALTER & CO.
1 Bickenhall Mansions,
Bickenhall Street,
London. W1H 4AE
SA/S.G.1350

For official Use
Mortgage Section

REGISTERED

9 JUL 1987

Post room

Time critical reference

PRINTED AND SUPPLIED BY

Jordans

JORDAN & SONS LIMITED
JORDAN HOUSE
BRUNSWICK PLACE
LONDON W1T 6EE
TELEPHONE 01 253 3030
TELEX 88910



Short particulars of all the property mortgaged or charged

FIRSTLY by way of Legal Mortgage the freehold property known as 186 and 188 City Road London EC1 as the same is registered with Title Absolute at HM Land Registry under Title Number 382089 ✓
AND SECONDLY by way of a floating charge all the undertakings property and other assets of the Borrower of whatsoever nature both present and future including its uncalled capital for the time being. 188 01

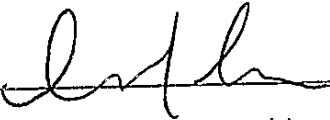
including also all fixtures present and future (other than trade machinery) and the goodwill of any trade or business carried on now or hereafter by the Company at the premises

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



Date

14/6/87 ✓

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.



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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


I hereby certify that a mortgage or charge dated the 19th June 1987
and created by RAYMAN INVESTMENTS LIMITED for securing all moneys due or
to become due from the Company to Gamlestaden Limited under the terms of
a Facility Letter dated 28th May 1987

was registered pursuant to Chapter I Part XII of the Companies Act
1985, on the 9th July 1987


Given under my hand at the Companies Registration Office,

Cardiff the 22 JUL 1987

No. 2130919


R. M. GROVES
an authorised officer

Certificate and instrument received by

..... 

.....

Date 28/7

C.69



Please do not
write in
this margin

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

345

DN 2.11.88

M302/3 MAR/88

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

To the Registrar of Companies

For official use Company number

Name of company

2130919

*Insert full name
of company

* RAYMAN INVESTMENTS LIMITED

Date of creation of the charge

26th February 1988

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

LEGAL CHARGE

Amount secured by the mortgage or charge

£7,000,000 and interest thereon and all other
moneys thereby secured
TALASMEADE INVESTMENTS LIMITED AND
RAYMAN INVESTMENTS LIMITED

FOLLOWING OUR TELEPHONE CONVERSATION WE CONFIRM THAT THE
ABOVE MENTIONED COMPANIES ARE TO CHARGE CERTAIN OF THEIR
PROPERTIES AS SECURITY FOR THE SUM OF 7 MILLION POUNDS
STERLING ADVANCED UNDER THE LEGAL CHARGE OF 26 FEBRUARY 1988
AND THAT BOTH THESE COMPANIES TOGETHER WITH CENTRAL LONDON
SECURITIES LIMITED COVENANT TO REPAY THE SAID SUM TO SUN LIFE
ASSURANCE COMPANY OF CANADA UNDER THE TERMS OF THE SAID LEGAL
CHARGE.

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

SUN LIFE ASSURANCE COMPANY OF CANADA of

Basing View Basingstoke Hampshire

Postcode

RG21 2DZ

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

Frederick
Walden House
17/24 Cathedral
Place
London EC4M 7JA
IMF/RAP/84890.0065

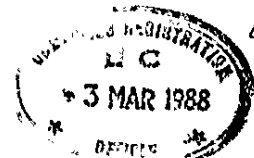
Time critical reference

For official use
Mortgage section

9 MAR 1988

Post room

9/3/88 46



88-03-07

Short particulars of all the property mortgaged or charged

ALL THAT FREEHOLD property known as 186/188 City Road
London EC1 together with the buildings and erections
now or hereafter erected thereon and all fixtures and
additions thereto respectively

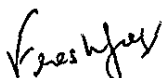
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Please complete
legibly, preferably
in black type or
bold block
lettering

Particulars as to commission allowance or discount (note 3)

NIL

Signed



Date

1st March 1988

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.

Page 2



The Solicitors' Law Stationery Society plc, Oyez House, 27 Crinascott Street, London SE1 5TS

1985 Edition

11.85 F5626

6010503

Companies M395



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

I hereby certify that a mortgage or charge dated the 26th February 1988 and created by RAYMAN INVESTMENTS LIMITED for securing £7,000,000 and all other moneys due or to become due from the Company and/or all or any of the other companies named therein to Sun Life Assurance Company of Canada under the terms of the Legal Charge

was registered pursuant to Chapter I Part XII of the Companies Act 1985, on the 9th March 1988

Given under my hand at the Companies Registration Office,

Cardiff the 18 MAR 1988

No. 2130919

S. Higgins
S. HIGGINS

an authorised officer

Certificate and instrument received by

..... L.C.

.....

Date 22/3
.....

M

COMPANIES FORM No. 403a

**Declaration of satisfaction
in full or in part
of mortgage or charge****403a***MS 326 / 14 MAR / CF*Please do not
write in
this margin

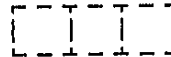
Pursuant to section 403(1) of the Companies Act 1985

Please complete
legibly, preferably
in black type or,
bold block lettering* insert full name
of company† delete as
appropriate‡ insert a description
of the instrument(s)
creating or
evidencing the
charge, eg
'Mortgage',
'Charge',
'Debenture' etc.§ the date of
registration may be
confirmed from the
certificate§ insert brief
details of
property

To the Registrar of Companies

For official use

Company number



2130919

Name of company

* RAYMAN INVESTMENTS LIMITED

I, Thomas John Thomsonof 65 High Street Harpenden Hertfordshire AL5 2SWa director ~~the secretary~~ of the above company, do solemnly and sincerely declare that the debt for whichthe charge described below was given has been paid or satisfied in [full] ~~[part]~~†Date and Description of charge‡ 19.6.87 LEGAL CHARGEDate of Registration§ 9/7/87Name and address of [chargee] ~~[trustee for the debenture holders]~~ GAMLESTADEN LIMITED of 49 CHARLES STREET LONDON W1X 7PAShort particulars of property charged§ 186/188 CITY ROAD LONDON EC1
registered at H M Land Registry under title number 382089

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at 2 Sun home

Declarant to sign below

Harpenden
Hertsthe 8th day of Marchone thousand nine hundred and eighty-eightbefore me Barbara

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths

Presentor's name address and
reference (if any):TAYLOR WALKER
65 HIGH STREET
HARPENDEN
HERTS. AL5 2SW

Ref: TT/29541

For official Use
Mortgage Section

Post room





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

111111

2130919

Name of company

* RAYMAN INVESTMENTS LIMITED

Date of creation of the charge

29th February 1988

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

69 a

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

GAMLESTADEN LIMITED

49 CHARLES STREET

LONDON

Postcode W1X 7PA

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

Michael Roscoe Alter & Co
1 Bickenhall Mansions
Bickenhall Street
London W1H 4AE
SA/G.1350

For official use

Mortgage section

REGISTERED

1 - 5 MAR 1988

Post room

COMPANIES REGISTRATION

5 MAR 1988

M

OFFICE

55

Time critical reference

Short particulars of all the property mortgaged or charged

Please do not
write in
this margin

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

ALL THAT freehold property known as 186 and 188 City road, 2-14 (even numbers) Cayton Street and 7 and 9 Bath Street as the same is registered with Title Absolute at H.M. Land Registry under Title Number 382089 together with all fixtures present and future (other than trade machinery) Together further with all fixtures present of any trade or business carried on now or hereafter by the Company at the premises.

SECONDLY the floating charge over the undertaking and property and other assets of whatsoever nature both present and future including uncalled capital of the Company.

✓

Particulars as to commission allowance or discount (note 3)

Signed MICHAEL ROSCOE, ALTER & CO.

Date 4th March 1988

On behalf of ~~xxxxxx~~ [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.



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

I hereby certify that a mortgage or charge dated the 29th February 1988
and created by RAYMAN INVESTMENTS LIMITED

for securing all moneys now due, or hereafter to become due, or from time
to time accruing due from the company to Gamlestaden Limited

on any account whatsoever

was registered pursuant to Chapter I Part XII of the Companies Act
1985, on the 5th March 1988

Given under my hand at the Companies Registration Office,
Cardiff the 17 MAR 1988

No. 2130919

Certificate and instrument received by

..... POST

Date 25/3/88

R. M. Groves
R. M. GROVES
an authorised officer

C.69a

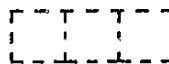
Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

D/W 2114695
M280Please do not
write in
this marginPlease complete
legally, preferably
in black type or
bold black
lettering*Insert full name
of company

To the Registrar of Companies

For official use Company number



2130919

Name of company

* RAYMAN INVESTMENTS LIMITED

Date of creation of the charge

16 NOVEMBER 1988

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

LEGAL CHARGE

Amount secured by the mortgage or charge

£5,200,000 and interest thereon and all other
moneys thereby secured"£5,200,000 and interest thereon and all
other monies thereby secured from the
Company and/or Talismead Investments
Limited and/or Selon Investments Limited."

18 November 1988

Please add the following Company's name to the amount
secured:

"Central London Securities Limited".

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

SUN LIFE ASSURANCE COMPANY OF CANADA of

Basing View Basingstoke Hampshire

Postcode

RG21 2DZ

Presentor's name, address and
reference (if any):FRESHFIELDS
WALDEN HOUSE
17-24 CATHEDRAL PLACE
LONDON EC4M 7JA

IMF/AJM/084890-0124

For official use
Mortgage section

REGISTERED

18 NOV 1988

Post room



Fax rec'd 18/11

Time critical reference

01-606 6677

Short particulars of all the property mortgaged or charged

ALL THAT FREEHOLD property known as 186/188 City Road
London EC1 together with the buildings and erections
now or hereafter erected thereon and all fixtures and
additions thereto respectively ✓

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

Frederick

Date

16/11/88

On behalf of ~~[company]~~ [mortgagee/borrower]

*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.

Page 2



The Solicitors' Law Stationery Society plc, Oyez House, 27 Crimscoth Street, London SE1 5TS

1985 Edition
11.85 F6026
6010503

Companies M395



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

I hereby certify that a mortgage or charge dated the 16th November 1988 and created by RAYMAN INVESTMENTS LIMITED for securing £5,200,000 and all other moneys due or to become due from the company and/or Talismead Investments Limited and/or Selo Investments Limited and/or Central London Securities Limited to Sun Life Assurance Company of Canada as defined in the Deed

was registered pursuant to Chapter I Part XII of the Companies Act 1985, on the 18th November 1988

Given under my hand at the Companies Registration Office,
Cardiff the 24 NOV 1988

No. 2130919

S. Higgins
S.HIGGINS

an authorised officer

Certificate and instrument received by

.....

.....

Date 29-11

C.69

M

COMPANIES FORM No. 403a

Declaration of satisfaction in full or in part of mortgage or charge

403a

Please do not
write in
this margin

Pursuant to section 403(1) of the Companies Act 1985

JAV.

J166C

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

To the Registrar of Companies

For official use

Company number

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2130919

Name of company

* RAYMAN INVESTMENTS LIMITED

* insert full name
of company

I, THOMAS JOHN THOMSON

of 65 HIGH STREET HARPENDEN HERTFORDSHIRE AL5 2SW

† delete as
appropriate‡ insert a description
of the instrument(s)
creating or
evidencing the
charge, eg
'Mortgage',
'Charge',
'Debenture' etc.[a director] ~~[the secretary]~~ ~~[the administrator]~~ ~~[the administrative receiver]~~ of the above company, do
solemnly and sincerely declare that the debt for which the charge described below was given has been
paid or satisfied in [full] ~~[part]~~

Date and Description of charge‡ 26th February 1988 LEGAL CHARGE

Date of Registration

§ the date of
registration may be
confirmed from the
certificateName and address of [chargee] ~~[trustee for the debenture holders]~~ GAMLESTADEN LIMITED of
49 Charles Street London W1X 7PAShort particulars of property charged§ 186/188 City Road London EC1
registered at H M Land Registry under title number 382089§ insert brief
details of
propertyAnd I make this solemn declaration conscientiously believing the same to be true and by virtue of the
provisions of the Statutory Declarations Act 1835.

Declared at 2 Sun Lane

Declarant to sign below

Harpendinge

Herts AL5 4ET

the 14th day of March

one thousand nine hundred and eighty nine

before me

A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths SOLICITOR.Presenter's name address and
reference (if any):TAYLOR WALKER
65 HIGH STREET
HARPENDEN
HERTS. AL5 2SW

TT/31201

For official Use
Mortgage Section

16 MAR 1989

Post room

COMPANIES HOUSE
16 MAR 1989

M

COMPANIES FORM No. 403a

Declaration of satisfaction in full or in part of mortgage or charge

403a

Please do not
write in
this margin

Pursuant to section 403(1) of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

2130919

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

Name of company

* RAYMAN INVESTMENTS LIMITED

I, THOMAS JOHN THOMSON

of 65 HIGH STREET HARPENDEN HERTFORDSHIRE AL5 2SW

† delete as
appropriate‡ insert a description
of the instrument(s)
creating or
evidencing the
charge, eg
'Mortgage',
'Charge',
'Debenture' etc.[a director] ~~[the secretary]~~ ~~[the administrator]~~ ~~[the administrative receiver]~~† of the above company, do
solemnly and sincerely declare that the debt for which the charge described below was given has been

paid or satisfied in [full] [part]†

Date and Description of charge: 26th February 1988 LEGAL CHARGE

Date of Registration: 28th March 1988

Name and address of [chargee] ~~[trustee for the debenture holders]~~ SUN LIFE ASSURANCE

COMPANY OF CANADA of Basing View Basingstoke Hampshire RG21 2DZ

Short particulars of property charged: 186/188 CITY ROAD LONDON EC1

registered at H M Land Registry under title number 382089

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the
provisions of the Statutory Declarations Act 1835.

Declared at 2 Sun Lane

Harpending

14th March 1988

the 14th day of March

one thousand nine hundred and eighty nine

before me

A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths

SOLICITOR

Declarant to sign below

Presenter's name address and
reference (if any):TAYLOR WALKER
65 HIGH STREET
HARPENDEN
HERTS. AL5 2SW

TT/31201

For official Use
Mortgage Section

16 MAR 1989

Post room

COMPANIES HOUSE
16 MAR 1989
12

M

COMPANIES FORM No. 395

395**Particulars of a mortgage or charge**

Pursuant to section 395 of the Companies Act 1985

Please do not
write in
this marginPlease complete
legibly, preferably
in black type or
bold block
lettering*Insert full name
of company

M256C

To the Registrar of Companies

For official use Company number

--	--	--	--	--	--

2130919

Name of company

* RAYMAN INVESTMENTS LIMITED

Date of creation of the charge

8 NOVEMBER 1989

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

LEGAL MORTGAGE

Amount secured by the mortgage or charge

- i) £750,000.00 sterling
- ii) All other liabilities including any additional advance whatsoever of the Mortgagor to Nyckeln present future actual and/or contingent
- iii) All costs, charges and expenses howsoever incurred by Nyckeln in relation to the mortgage, such indebtedness and/or liabilities on a full indemnity basis.
- iv) The payment of interest on the above sums day by day from demand until full discharge, such interest to be chargeable at the rate as defined in the mortgage.

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

Nyckeln Finance Company Limited

Nyckeln House

42 Wimpole Street, London W1M

Postcode

7AF

Presentor's name, address and
reference (if any):Klene Marsland
42 Wimpole Street
London W1M 7AF

Ref: JPD

Time critical reference

For official use
Mortgage section**REGISTERED**

14 NOV 1989

Post room

14 NOV 1989
75

Short particulars of all the property mortgaged or charged

- i) All and every interest in or over the property known as 5 Glasshouse Walk, Albert Embankment, London, SE11 (Title No. SGL 486675) which the Mortgagor has power at law or in equity so to charge and or the proceeds of sale thereof.
- ii) By way of floating security, all moveable plant, machinery, implements, utensils, furniture and equipment now and from time to time placed on or used in or about the mortgaged property with the discharge on demand of all monies, costs and interest as aforesaid.

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

Keene Mansland

Date

13 November 1989

On behalf of ~~xxxxxxx~~ [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.

Page 2



The Solicitors' Law Stationery Society plc, Paulton House, 8 Shepherdess Walk, London N1 7LB

1985 Edition
5.89 F8728
5010503

Companies M395

FILE COPY



**CERTIFICATE OF THE REGISTRATION
OF A MORTGAGE OR CHARGE**

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

I hereby certify that a mortgage or charge dated the 8th NOVEMBER 1989
and created by RAYMAN INVESTMENTS LIMITED

for securing £750,000.00 and all other moneys due or to become due from
the Company to NYCKELN FINANCE COMPANY LIMITED ON ANY ACCOUNT WHATSOEVER

was registered pursuant to Chapter I Part XII of the Companies Act
1985, on the 14th NOVEMBER 1989

Given under my hand at the Companies Registration Office,
Cardiff the 24th NOVEMBER 1989

No. 2130919

P.

24/11

A handwritten signature in cursive script, appearing to read 'R. M. Groves'.

R. M. GROVES
an authorised officer

C.69

M

Please do not
write in
this margin

COMPANIES FORM No. 395

395

Particulars of a mortgage or charge

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

1111

2130919

Name of company

* RAYMAN INVESTMENTS LIMITED

Date of creation of the charge

16th November 1989

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

LEGAL MORTGAGE

Amount secured by the mortgage or charge

- (i) The sum of Two Hundred and Fifty Thousand Pounds Sterling (£250,000) and any further advance or monies owing to Nyckeln
 - (ii) all other liabilities including any Additional Advance whatsoever of the Mortgagor to Nyckeln present future actual and/or contingent and
 - (iii) all costs charges and expenses howsoever incurred by Nyckeln in relation to this Mortgage and such indebtedness and/or liabilities on a full indemnity basis
- and for the payment of interest on the foregoing day by day from demand until full discharge such interest to be chargeable at the Rate (whether before or after judgement)

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

NYCKELN FINANCE COMPANY LIMITED

42 WIMPOLE STREET

LONDON

Postcode

W1M 7AF

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

KEENE MARSLAND
42 WIMPOLE STREET,
LONDON.
W1M 7AF

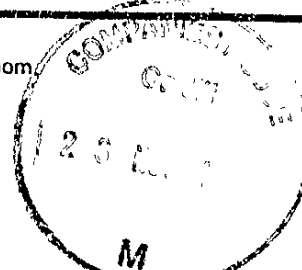
Ref: JPD/jaa

For official use
Mortgage section

REGISTERED

23 NOV 1989

Post room



Time critical reference

Short particulars of all the property mortgaged or charged

- (i) The Property situate and known as 12/14 Tinworth Street, Vauxhall, London SE11 registered freehold under title number SGL318438
- (ii) and by way of floating security all moveable plant machinery implements utensils furniture and equipment now and from time to time placed on or used in or about the Mortgaged Property

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 Keene Marsland

Date 22 November 1989

On behalf of ~~XXXXXXXXXXXXXXX~~ [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.

Page 2



the Stationery Society plc Paulton House, 8 Shepherdess Walk, London N1 7LB

1985 Edition
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6010503

Companies M395



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

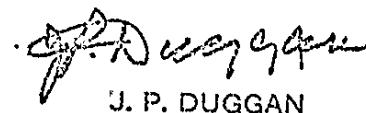
Pursuant to section 401(2) of the Companies Act 1985

I hereby certify that a mortgage or charge dated the 16th NOVEMBER 1989 and created by RAYMAN INVESTMENTS LIMITED for securing £250,000 and all other moneys due or to become due from the Company to NYCKELN FINANCE COMPANY LIMITED and any further advances on any account whatsoever

was registered pursuant to Chapter I Part XII of the Companies Act 1985, on the 23rd NOVEMBER 1989

Given under my hand at the Companies Registration Office,
Cardiff the 1st DECEMBER 1989

No. 2130919


J. P. DUGGAN

an authorised officer

Certificate and instrument received by

.....

Date 7/12

C.69

M

COMPANIES FORM No. 403a

**Declaration of satisfaction
in full or in part
of mortgage or charge****FULLY
SATISFIED****403a**Please do not
write in
this margin

Pursuant to section 403(1) of the Companies Act 1985

5240C

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

To the Registrar of Companies

For official use

Company number

--	--	--	--	--	--

2130919

Name of company

* RAYMAN INVESTMENTS LIMITED

* insert full name
of companyI, THOMAS JOHN THOMSONof 25 MORETON AVENUE, HARPENDEN, HERTFORDSHIRE AL5 2EU† delete as
appropriate‡ insert a description
of the instrument(s)
creating or
evidencing the
charge, eg
'Mortgage',
'Charge',
'Debenture' etc.[a director][~~the secretary~~][~~the administrator~~][~~the administrative receiver~~] of the above company, do
solemnly and sincerely declare that the debt for which the charge described below was given has been
paid or satisfied in [full][part]Date and Description of charge‡ 16th November 1988 Legal ChargeDate of Registration‡ 18th November 1988Name and address of [chargee][trustee for the debenture holders] Sun Life AssuranceCompany of Canada, Basing View, Basingstoke, Hants. RG21 2DZo the date of
registration may be
confirmed from the
certificateShort particulars of property charged§ 186/188 City Road, London EC1§ insert brief
details of
propertyAnd I make this solemn declaration conscientiously believing the same to be true and by virtue of the
provisions of the Statutory Declarations Act 1835.Declared at Le George St West
London

Declarant to sign below

the 9th day of May
one thousand nine hundred and ninety
before me P.T. PhelanA Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for OathsPresentor's name address and
reference (if any):

14/5

TAYLOR
WALKER

For official Use Mortgage Section REGISTERED 10 MAY 1990	Post room COMPANIES HOUSE 10 MAY 1990 M 18
--	--

M

Declaration of satisfaction in full or in part of mortgage or charge

FULLY
SATISFIED

403a

Pursuant to section 403(1) of the Companies Act 1985

Please do not
write in
this margin

5241C

To the Registrar of Companies

For official use

Company number

[] [] []

2130919

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

Name of company

* RAYMAN INVESTMENTS LIMITED

* insert full name
of company

I, THOMAS JOHN THOMSON

of 25 MORETON AVENUE, HARPENDEN, HERTFORDSHIRE AL5 2EU

† delete as
appropriate† insert a description
of the instrument(s)
creating or
evidencing the
charge, eg
'Mortgage',
'Charge',
'Debenture' etc.[a director] ~~[the secretary]~~ ~~[the administrator]~~ ~~[the administrative receiver]~~ of the above company, do
solemnly and sincerely declare that the debt for which the charge described below was given has been
paid or satisfied in **[full]** ~~[part]~~

Date and Description of charge† 19th June; 1987 Legal Charge

Date of Registration 9th July, 1987

Name and address of [chargee] ~~[trustee for the debenture holders]~~ Gamlestaden Limited
of 49 Charles Street, London W1X 7PAo the date of
registration may be
confirmed from the
certificate

Short particulars of property charged\$ 186 and 188 City Road, London EC1

§ insert brief
details of
propertyAnd I make this solemn declaration conscientiously believing the same to be true and by virtue of the
provisions of the Statutory Declarations Act 1835.Declared at 4 George Street West
Luton Beds

Declarant to sign below

the 9th day of May

one thousand nine hundred and ninety

before me 17th June

A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for OathsPresentor's name address and
reference (if any):

14/5

TAYLOR
WALKERFor official Use
Mortgage Section

REGISTERED

10 MAY 1990

Post room

COMPANIES HOUSE
10 MAY 1990
M 18

Declaration that part of the property or undertaking charged (a) has been released from the charge; (b) no longer forms part of the company's property or undertaking

Please do not write in this margin

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

* insert full name of company

† delete as appropriate

‡ insert a description of the instrument(s) creating or evidencing the charge, eg 'Mortgage', 'Charge', 'Debenture' etc.

o the date of registration may be confirmed from the certificate

§ insert brief details of property or undertaking no longer subject to the charge

Pursuant to section 403(1)(b) of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

9

2130919

Name of company

* Rayman Investments Limited

I, Thomas John Thomson

of 6 Spring Gardens, Citadel Place, Tinworth Street, London SE11

[a director][the secretary][the administrator][the administrative receiver]† of the above company, do solemnly and sincerely declare that with respect to the charge described below the part of the property or undertaking described [~~has been released from the charge~~] has ceased to form part of the company's property or undertaking†

Date and description of charge ‡ 8 November 1989 - legal mortgage

Date of registration o 14 November 1989

Name and address of [chargee][trustee for the debenture holders]† Nyckeln Finance Company Limited

Short particulars of property or undertaking released or no longer part of the company's property or undertaking § 5 Glasshouse Walk, Albert Embankment, London SE11

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at

MCDONALD & CO.

Arch 54, Vauxhall Cross

London SW8 1SR

071-587 3503

Declarant to sign below

the 8th day of June
one thousand nine hundred and ninety four
before me

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths

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

Mr TJ Thomson
6 Spring Gardens
Citadel Place
Tinworth Street
London SE11 5EH

For official Use
Mortgage Section

REGISTERED

21 JUN 1994

Post room

COMPANIES

21 JUN 1994

HOUSE

M

COMPANIES FORM No. 403b

Declaration that part of the property or undertaking charged (a) has been released from the charge; (b) no longer forms part of the company's property or undertaking

5401C

403b

Please do not write in this margin

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

* insert full name of company

† delete as appropriate

‡ insert a description of the instrument(s) creating or evidencing the charge, eg 'Mortgage', 'Charge', 'Debenture' etc.

§ the date of registration may be confirmed from the certificate

§ insert brief details of property or undertaking no longer subject to the charge

Pursuant to section 403(1)(b) of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

2130919

Name of company

* Rayman Investments Limited

I, Thomas John Thomson

of 6 Spring Gardens, Citadel Place, Tinworth Street, London SE11 5EH

[a director][the secretary][the administrator][the administrative receiver]† of the above company, do

solemnly and sincerely declare that with respect to the charge described below the part of the property or undertaking described [~~has been released from the charge~~] has ceased to form part of the company's property or undertaking†

Date and description of charge ‡ 16 November 1989 - LEGAL MORTGAGE

Date of registration § 23 November 1989

Name and address of [chargee] [trustee for the debenture holders]† Nyckeln Finance Company Limited

Short particulars of property or undertaking released or no longer part of the company's property or undertaking § 12-14 Tinworth Street, London SE11

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at McDONALD & CO

Declarant to sign below

Arch 54, Vauxhall Cross

London SW8 1SR

771-587 3503

the 23 day of June

one thousand nine hundred and ninety four

before me

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths

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

Mr TJ Thomson
6 Spring Gardens
Citadel Place
Tinworth Street
London SE11 5EH

For official Use
Mortgage Section

REGISTERED

12 JUN 1994

Post room

HOUSE



Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

Please do not
write in
this marginPlease complete
legibly, preferably
in black type or
bold block
letteringInsert full name
of company

To the Registrar of Companies

For official use Company number

Name of company

RAYMAN INVESTMENTS LIMITED
(the "Chargor")

Date of creation of the charge

8th July, 1994

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

Deed of Charge

Amount secured by the mortgage or charge

Please see Continuation Sheet No. 1

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

Bayerische Hypotheken- und Wechsel-Bank Aktiengesellschaft, London
Branch of 41 Moorgate, London

Postcode EC2R 6AR

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

Allen & Overy
9 Cheapside
London EC2V 6AD
Ref: MGD/JPH/MST

For official use
Mortgage section

Post room

REGISTERED

26 JUL 1994

K3DF4390

K101 RECEIPT DATE: 26/07/94

Time critical reference

Short particulars of all the property mortgaged or charged

Please see Continuation Sheet No. 2

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 Allen & Overy

Date 25/7/94

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.

Page 2

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

All present and future obligations and liabilities whether actual or contingent and whether owed jointly or severally or in any other capacity whatsoever of each Obligor to the Bank under each Finance Document.

"Bank" means Bayerische Hypotheken- und Wechsel-Bank Aktiengesellschaft, London Branch.

"Borrower" means Tileport Limited (Registered number 2505599)

"Finance Document" means any of:

- (a) a credit agreement dated 8th July, 1994 (the "Credit Agreement") between the Borrower, the Parent (as defined below) and the Bank;
- (b) a debenture dated 8th July, 1994 (the "Debenture") executed by the Borrower in favour of the Bank;
- (c) a mortgage of shares dated 8th July, 1994 (the "Mortgage of Shares") executed by the Parent in favour of the Bank;
- (d) a subordination deed dated 8th July, 1994 (the "Subordination Deed") between CLSH Management Limited (Registered number 2879688), the Borrower and the Bank;
- (e) a deed of charge dated 8th July, 1994 (the "Rayman Charge") accompanying this Form 395 executed by the Chargor (Registered number 2130919) in favour of the Bank; and
- (f) any other document designated as such by the Bank and the Borrower.

"Obligor" means any of the Borrower, the Chargor, CLS Holdings PLC or CLSH Management Limited.

"Parent" means CLS Holdings PLC (Registered number 2714781).

A reference to a person includes its successors and assigns.

A reference to a document includes all amendments and supplements.

N.B. Please note that the Chargor is restricted from creating any security interest over or disposing of any assets the subject of the security created by the Deed of Charge but it may create fixed security over any asset other than the Cap (as defined in Continuation Sheet No. 2) which shall rank ahead of the floating charge created by this Deed of Charge.

Short particulars of all the property mortgaged or charged (continued)

The Chargor as beneficial owner and as security for the payment of all the Secured Liabilities, charges in favour of the Bank:-

- (a) by way of a first fixed charge all its interests, rights and benefits (including the Cap Payments) under the Cap; and
- (b) by way of first ranking floating charge, all its assets not otherwise effectively mortgaged or charged by way of fixed charged under paragraph (a) above.

"Cap" means the interest rate cap agreement dated 7th July, 1994 between the Chargor and the Bank;

"Cap Payment" means each interest rate cap payment made by the Bank (as a counterparty to the Cap) to the Chargor under the Cap.

B1:16523.1

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No: 02130919

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEED OF CHARGE DATED THE 8th JULY 1994 AND CREATED BY RAYMAN INVESTMENTS LIMITED FOR SECURING ALL MONEYS DUE OR TO BECOME DUE FROM EACH OBLIGOR (AS DEFINED) TO THE BANK ON ANY ACCOUNT WHATSOEVER UNDER THE TERMS OF EACH FINANCE DOCUMENT (AS DEFINED) WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 26th JULY 1994.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 29th JULY 1994.

R. M. Groves

R. M. GROVES

for the Registrar of Companies

This certificate has been cancelled in favour of a new certificate of registration issued on 10th AUGUST 1994.

R. M. Groves



COMPANIES HOUSE

*L/C
29/7/94 pt.*

HC026B

FILE COPY



**CERTIFICATE OF THE REGISTRATION
OF A MORTGAGE OR CHARGE**

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

COMPANY No. 02130919

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEED OF CHARGE DATED THE 8th JULY 1994 AND CREATED BY RAYMAN INVESTMENTS LIMITED FOR SECURING ALL MONEYS DUE OR TO BECOME DUE FROM EACH OBLIGOR (AS DEFINED) TO BAYERISCHE HYPOTHEKEN-UND WECHSEL-BANK AKTIENGESELLSCHAFT ON ANY ACCOUNT WHATSOEVER UNDER THE TERMS OF EACH FINANCE DOCUMENT (AS DEFINED) WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 26th JULY 1994.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 10th AUGUST 1994.

A handwritten signature in cursive script, appearing to read 'R. M. Groves'.

R. M. GROVES

for the Registrar of Companies



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

HC026B

M

COMPANIES FORM NO. 403a

Declaration of satisfaction in full or in part of mortgage or charge

403a

Please do not
write in
this margin

Pursuant to section 403(1) of the Companies Act 1985

5316C

W.

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

To the Registrar of Companies

For official use

Company number

[U5] [18]

2130919

Name of company

* RAYMAN INVESTMENTS LIMITED

* insert full name
of company

I, Thomas John Thomson

of 6 Spring Gardens, Citadel Place, Tinworth Street, London SE11 5EH

† delete as
appropriate

~~I, the director, the secretary, the administrator, the administrative receiver,~~
solemnly and sincerely declare that the debt for which the charge described below was given has been
paid or satisfied in ~~[full]~~ [part]

‡ insert a description
of the instrument(s)
creating or
evidencing the
charge, eg
'Mortgage',
'Charge',
'Debenture' etc.

Date and Description of charge 8 November 1989 - Legal Mortgage

Date of Registration 14 November 1989

§ the date of
registration may be
confirmed from the
certificate

Name and address of ~~[chargee]~~ trustee for the debenture holders Nyckeln Finance Company
Limited of 42 Wimpole Street, London W1N 7AF

Short particulars of property charged 5 Glasshouse Walk, London SE11

§ insert brief
details of
property

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the
provisions of the Statutory Declarations Act 1835.

Declared at 22 Tudor St

Declarant to sign below

London

EC1Y 9JY

the 26th day of July

one thousand nine hundred and 99

before me [Signature]

~~A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths~~

29 JUL 1994

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

Mr T J Thomson
6 Spring Gardens
Citadel Place
Tinworth Street
London SE11 5EH

For official Use
Mortgage Section

REGISTERED

29 JUL 1994

Post room

COMPANIES HOUSE

29 JUL 1994

M 87

M

COMPANIES FORM NO. 403a

Declaration of satisfaction in full or in part of mortgage or charge

403a

Please do not
write in
this margin

Pursuant to section 403(1) of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

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

U1618

2130919

Name of company

* RAYMAN INVESTMENTS LIMITED

* Insert full name
of company

Thomas John Thomson

of 6 Spring Gardens, Citadel Place, Tinworth Street, London SE11 5EH

† delete as
appropriate

I, ~~the director~~ [the secretary] ~~the administrator~~ ~~the administrative receiver~~ of the above company, dosolemnly and sincerely declare that the debt for which the charge described below was given has been
paid or satisfied in ~~full~~ ~~part~~

Date and Description of charge 16 November 1989 - Legal Mortgage

Date of Registration 23 November 1989

Name and address of [chargee] ~~trustee for the debenture holders~~ Nyckeln Finance Company
Limited of 42 Wimpole Street, London W1N 7AF

Short particulars of property charged 12/14 Tinworth Street, London SE11

‡ insert a description
of the instrument(s)
creating or
evidencing the
charge, eg
'Mortgage',
'Charge',
'Debenture' etc.

§ insert brief
details of
property

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the
provisions of the Statutory Declarations Act 1835.

Declared at 22 London St

Declarant to sign below

London

EC9Y 9JJ

the 26th day of Jul

one thousand nine hundred and 99

before me [signature]

A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths

29 JUL 1994

Presentor's name address and
reference (if any):Mr T J Thomson
6 Spring Gardens
Citadel Place
Tinworth Street
London SE11 5EH

For official Use

Mortgage Section

REGISTERED

29 JUL 1994

Post room

M

Please do not
write in
this margin

CHA 116

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

* Insert full name
of company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

U1810**2130919**

Name of company

* Rayman Investments Limited ("the Chargor")

Date of creation of the charge

19th October 1994

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

Charge made between the Chargor (1) and Société Générale ("the Bank")
(2)

Amount secured by the mortgage or charge

All monies which are now or at any time hereafter shall have become due or owing by Amesdale Limited (Registered Number 2809105) to the Bank pursuant to a Loan Facility Letter dated 6th October 1994 in respect of a loan facility of £8,500,000 and all costs and expenses incurred by the Bank in relation to the charge and the protection or enforcement of the Bank's rights thereunder provided that the Chargor's obligations shall be limited to the proceeds of realisation received by the Bank in respect of the property charged by the charge

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

Société Générale P O Box 513 60 Gracechurch Street LONDON

Postcode EC3V 0HD

Presenter's name address and
reference (if any);

DMM/PY72004(585637)
Wilde Sapte
1 Fleet Place
London EC4M 7WS

For official use
Mortgage Section

REGISTERED**26 OCT 1994**

Post room

KLD *KPYT65TM* **2880**
COMPANIES HOUSE 26/10/94

Time critical reference

20 OCT 1994

Short particulars of all the property mortgaged or charged

The benefit of and the rights to receive any monies payable under an interest rate cap agreement for a notional amount of £8,500,000 with a strike rate of 9% per annum pursuant to a letter made the 6th October 1994 between the Chargor (1) and the Bank (2)

NB. The charge provides that the Chargor will not without the prior written consent of the Bank sell assign or otherwise dispose of the property charged or allow any mortgage lien or other encumbrance to subsist with regard to the same

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

Wilde Septe

Date 25th October 1994

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 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.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02130919

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A CHARGE DATED THE 19th OCTOBER 1994 AND CREATED BY RAYMAN INVESTMENTS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM AMESDALE LIMITED TO SOCIETE GENERALE PURSUANT TO A LOAN FACILITY LETTER DATED 6th OCTOBER 1994 IN RESPECT OF A FACILITY OF £8,500,000 PROVIDED THAT THE OBLIGATION OF THE COMPANY (THE CHARGOR) SHALL BE LIMITED TO THE PROCEEDS OF REALISATION RECEIVED BY THE BANK IN RESPECT OF THE PROPERTY CHARGED BY THE CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 26th OCTOBER 1994.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 28th OCTOBER 1994.

R. M. GROVES

for the Registrar of Companies



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

HC026B

LC
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