



## COMPANIES FORM No. 395

## Particulars of a charge

395

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

To the Registrar of Companies  
(Address overleaf - Note 5)

For official use

Company number

1111

2165640

Name of company

\* RAINBOW PROPERTIES LIMITED

\* insert full name  
of company

Date of creation of the charge

26th August 1988

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

Legal Charge between (1) Rainbow Properties Limited  
(2) Gotabanken

Amount secured by the charge

All monies and other liabilities whether principal interest commission  
charges costs expenses or otherwise now or at any time in the future  
due or owing from Rainbow Commercial Properties Limited to Gotabanken  
together with all costs on a full and unlimited indemnity basis

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

GOTABANKEN

GOTA HOUSE

70-74 CANNON STREET, LONDON

Postcode

EC4

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

THEODORE GODDARD  
16 ST MARTINS LE GRAND  
LONDON EC1A 4EJ

Ref: 106/G.78329

Time critical reference

For official Use  
Mortgage Section

Post room

12 SEP 1988



Short particulars of all the property charged

SEE RIDER

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)

NOT APPLICABLE

Signed

Date

9/9/88

THEODORE GODDARD

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

## RIDER

1. Units 1 - 8 Suffolk Way Trading Estate, Drayton Road, Abingdon, Oxon registered at H M Land Registry under Title Number ON 63314.
2. All buildings fixtures (including trade fixtures) and fixed plant and machinery in the property referred to in 1 above.
3. All additions, alterations, accessories, replacements and renewals to or of the property charged in 1 above.
4. The benefit of all agreements for the maintenance and/or improvement of the property charged.
5. The benefit of all obligations and representations and warranties undertaken or given to the company in relation to the charged property.
6. The benefit of any insurance effected by the company in respect of and the benefit and proceeds of any guarantees or interest by way of security for the time being given, granted or arising in favour of the company in relation to the charged property.
7. The proceeds received by the company of any payment in respect of or a disposal, collection or other realisation of the charged property.

THEODORE GODDARD  
16 St. Martin's-le-Grand,  
E.C.1.



## 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 August 1988  
and created by RAINBOW PROPERTIES LIMITED for securing all moneys due or  
to become due from Rainbow Commercial Properties Limited to Gotabanken

was registered pursuant to Chapter I Part XII of the Companies Act  
1985, on the 12th September 1988

Given under my hand at the Companies Registration Office,  
Cardiff the 16 SEP 1988

No. 2165640

M.G. WILSON

an authorised officer

Certificate and instrument received by

..... L/C .....

Date ... 21/9 ... G.R. ....



## Particulars of a mortgage or charge

395

Please do not  
write in  
this margin

Pursuant to section 395 of the Companies Act 1985

CHA 116

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

2165640

Name of company

\* LANCASTER COMMERCIAL HOLDINGS LTD (the "Company")

Date of creation of the charge

20th July 1994

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

Mortgage of Shares

Amount secured by the mortgage or charge

Please see continuation sheet.

A - - -  
E - the Company and Rainbow  
Commercial Securities Limited to  
J - - -  
T - each finance document and  
any hedging arrangement.

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

BAYERISCHE HYPOTHEKEN- UND WECHSEL-BANK AKTIENGESELLSCHAFT,

LONDON BRANCH, of 41 Moorgate, London (the "Bank")

Postcode

EC2R 6AR

- 4 AUG 1994

3/8.

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

Allen & Overy  
9 Cheapside  
London EC2V 6AD

MGD/RJDB/PYJ/2165640

Time critical reference

For official use  
Mortgage Section

REGISTERED

- 2 AUG 1994

Post room



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)

Nil

Signed

*Allen & Overy*

Date

*2nd August, 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 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.

**Form 395 - Lancaster Commercial Holdings Ltd**

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

All present and future obligations and liabilities whether actual or contingent and whether owned jointly or severally or in any other capacity whatsoever of the Borrower and the Company to the Bank under each Finance Document and any hedging arrangement between the Borrower and the Bank (the "Secured Liabilities").

"Borrower" means Rainbow Commercial Securities Limited (registered no. 2342904).

"Finance Document" means:

- (i) the loan agreement dated 20th July, 1994 between the Borrower, the Company and the Bank;
- (ii) the debenture dated 20th July, 1994 executed by the Borrower in favour of the Bank;
- (iii) the subordination deed dated 20th July, 1994 between the Borrower, the Company and the Bank;
- (iv) the mortgage of shares dated 20th July, 1994 executed by the Company in favour of the Bank (the "Mortgage of Shares") accompanying this Form 395; or
- (v) any other document designated as such by the Bank and the Borrower.

References to a person includes its successors and assigns.

References to a document is a reference to that document as amended, novated or supplemented.

**Short parties (continued)**

The Company as sole beneficial owner and as security for the Secured Liabilities:

- (a) mortgages and charges the Shares to the Bank, by way of a first legal mortgage; and
- (b) mortgages and charges and agrees to mortgage and charge to the Bank by way of a first legal mortgage:
  - (i) all dividends paid or payable after the date of the Mortgage of Shares on all or any of the Shares;
  - (ii) all stocks, shares, securities, rights, moneys or property accruing or offered at any time (whether by way of redemption, bonus, preference, option rights or otherwise) to or in respect of any of the Shares or in substitution or exchange for or otherwise derived from, any of the Shares; and
  - (iii) all dividends, interest or other income in respect of any such asset as is referred to in (ii) of this paragraph (b).

"Shares" means the two ordinary shares of £1 each in Rainbow Commercial Securities Limited.

Note that the Company is restricted from creating any security interests over or disposing of any assets the subject of the security created by the Mortgage of Shares.



## CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02165640

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A MORTGAGE OF SHARES DATED THE 20th JULY 1994 AND CREATED BY LANCASTER COMMERCIAL HOLDINGS LTD FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY AND RAINBOW COMMERCIAL SECURITIES LIMITED TO BATERISCHE HYPOTHEKEN- UND WECHSEL-BANK AKTIENGESELLSCHAFT ON ANY ACCOUNT WHATSOEVER UNDER THE TERMS OF EACH FINANCE DOCUMENT AND ANY HEDGING ARRANGEMENT WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 2nd AUGUST 1994.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 5th AUGUST 1994.

A handwritten signature in dark ink, appearing to read 'N. M. Groves'.

N. M. GROVES

for the Registrar of Companies

