

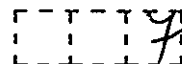
M**395****Particulars of a mortgage or charge**Please do not
write in
this margin

Pursuant to section 395 of the Companies Act 1985

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

To the Registrar of Companies

For official use Company number



2166971

Name of company

*CHELSFIELD (BOND STREET) LIMITED ("the Company")

Date of creation of the charge

7th July 1995 ✓

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

ASSIGNMENT BY WAY OF SECURITY ("the Assignment")

Amount secured by the mortgage or charge

All present and future obligations and liabilities of the Company to The Royal Bank of Scotland plc ("the Bank") under a loan agreement dated 7th July 1995 (as amended, varied, novated or supplemented from time to time) made between the Company and the Bank

9/2

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

The Royal Bank of Scotland plc ✓

67 Lombard Street

London

Postcode

EC3P 3DL

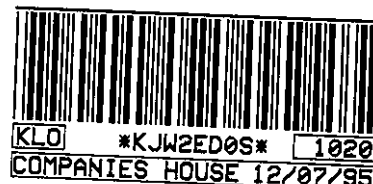
Presentor's name, address and
reference (if any)

Travers Smith Braithwaite
10 Snow Hill
London EC1A 2AL

Ref: NACM

For official use
Mortgage section**REGISTERED****12 JUL 1995**

Post room



Short particulars of all the property mortgaged or charged

Assignment by way of security in favour of the Bank over all the Company's right, title and interest in the contracts referred to below including all claims thereunder and the right to damages arising in relation thereto and any damages received by the Company in relation thereto from time to time

The Assignment contains restrictions whereby the Company may not create any mortgage, pledge, lien, charge or other security over or assign or transfer or otherwise encumber the whole or any part of its right, title and interest in or to the said contracts, except under the terms of the said loan agreement

(See Continuation Sheet)

Please do not
write in
this margin

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lettering

Particulars as to commission allowance or discount (note 3)

NIL

Signed



Date 10 July 1995

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.

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

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Companies M395

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

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write in this
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Continuation sheet No. 1
to Forms Nos 395 and 410 (Scot)

Company number
2186971

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

Name of company

CHELSEFIELD (BOND STREET)

Limited*

*Delete if
inappropriate

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

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

| Date | Description | Parties |
|-------------|--|--|
| 23.12.94 | Agreement for Architectural and other services | The Company (1) Peter Foggo Associates Limited (2) |
| 23.12.94 | Construction Management Agreement | The Company (1) Bovis Construction Limited (2) |
| 27.05.94 | Development Agreement | J A C Haviland and others (1) the Company (2) Chelsfield plc (3) |
| 23.12.94 | Trade Contract - Piling | The Company (1) Fondedile Foundations Limited (2) |
| 14.12.94 | Trade Contract - Demolition | The Company (1) Griffiths McGee Demolition Co Limited (2) |
| 16.06.95 | Trade Contract - Substructure | The Company (1) Griffiths McGee Demolition Co Limited (2) |
| 15.05.95 | Trade Contract - Structural Steelwork | The Company (1) CMF Limited (2) |
| 27.04.95 | Trade Contract - Lifts | The Company (1) Thyssen Lifts and Escalators Limited (2) |
| 03.02.95 | Trade Contract - Scaffolding | The Company (1) NSS Limited (2) |
| 05.06.95 | Trade Contract - Structural Steel Testing | The Company (1) Sandberg Consulting Engineers (2) |
| 11.05.95 | Trade Contract - Stone Survey | The Company (1) John Bysouth (2) |

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write in this
margin

Particulars of a mortgage or charge (continued)

Continuation sheet No. 2
to Forms Nos 395 and 410 (Scot)

Company number
2188971

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

Name of company

CHELSEFIELD (BOND STREET)

Limited*

*Delete if
inappropriate

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

Date **Description** **Parties**
Short particulars of all the property mortgaged or charged (continued)

Please do not
write in this
margin

Please complete
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in black type, or
bold block lettering

| | | |
|----------|--|--|
| [] | Trade Contract: Curtain Wall | [] |
| [] | Trade Contract - Mechanical Installation | The Company (1) Carter Building Engineering Services (2) |
| [] | Trade Contract: Electrical Installation | The Company (1) N G Bailey & Co Limited (2) |
| [] | Trade Contract - Refrigeration | The Company (1) Adcock Refrigeration (2) |
| [] | Trade Contract - Controls | The Company (1) Eton Associates (2) |
| 23.03.95 | Trade Contract - Site Establishment | The Company (1) Wilson James Limited (2) |
| [] | Trade Contract - Temporary Electrics | The Company (1) Wyseplant Limited (2) |
| 03.03.95 | Trade Contract - Re-route Services | The Company (1) [H Page Engineering] (2) |
| 31.05.95 | Trade Contract - Fire Alarms | The Company (1) [Cerberus] (2) |
| 23.05.95 | Trade Contract - Setting Out/Surveys | The Company (1) [Site Engineering Surveys] (2) |
| 31.05.95 | Trade Contract - Drainage Surveys | The Company (1) [Waterflows] (2) |
| [] | Trade Contract - General Builders Work | The Company (1) [Ruddy Construction] (2) |
| 31.05.95 | Trade Contract - Lightning Protection | The Company (1) Bacon Limited (2) |

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02166971

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT AN ASSIGNMENT BY WAY OF SECURITY DATED THE 7th JULY 1995 AND CREATED BY CHELSFIELD (BOND STREET) LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE ROYAL BANK OF SCOTLAND plc UNDER A LOAN AGREEMENT DATED 7th JULY 1995 (AS AMENDED, VARIED, NOVATED OR SUPPLEMENTED FROM TIME TO TIME) WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 12th JULY 1995.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 14th JULY 1995.



A. J. WAKEHAM

for the Registrar of Companies



COMPANIES HOUSE

HC026B

LC 14/07 PN