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in black type or
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lettering

*Insert full name
of company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies

For official use Company number

Name of company

*RAPID 7250 LIMITED

NOW KNOWN AS LONDON & NEW YORK ESTATES (DENMARK ST.) LIMITED

Date of creation of the charge

31 January 1989

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

Deposit of Title Deeds without Instrument

Amount secured by the mortgage or charge

All sums payable under a facility letter dated 24 January 1989 issued by the Mortgagee to Robert Fraser Sixth Development Company Limited Rapid 7250 Limited and Bosun Properties Limited relating to a loan of £900,000

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

ROBERT FRASER & PARTNERS LIMITED of Fraser House,
29 Albemarle Street,

London

Postcode

W1X 3FA

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

BERWIN LEIGHTON
ADELAIDE HOUSE
LONDON BRIDGE
LONDON EC4R 9HA

REF: RHAW/B.687/48a

Time critical reference

For official use
Mortgage section

Post room

Short particulars of all the property mortgaged or charged

5 Denmark Street in the London Borough of Camden registered at H.M. Land Registry with title absolute under title number 437858

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

Particulars as to commission allowance or discount (note 3)

Signed

Bent

Date

17 February 1989

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 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.



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

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*

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 by deposit of deeds made on
the 31st January 1989

and created by RAPID 7250 LIMITED now known as LONDON & NEW YORK ESTATES
(DENMARK ST.) LIMITED

for securing all moneys now due, or hereafter to become due, or from time
to time accruing due from the company to Robert Fraser & Partners Limited

on any account whatsoever

was registered pursuant to Chapter I Part XII of the Companies Act
1985, on the 17th February 1989

under my hand at the Companies Registration Office,
Cardiff the 28 FEB 1989

No. 2325652

M.G. WILSON,

an authorised officer

Certificate and instrument received by
..... POST

.....
Date ... 1/3/89 ... MG



Particulars of a mortgage or charge

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Pursuant to section 395 of the Companies Act 1985

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in black type or
bold block
lettering

To the Registrar of Companies

For official use Company number

M255

[U] [I] [I] [I]

2325652

Name of company

*LONDON & NEW YORK ESTATES (DENMARK ST.) LIMITED

*Insert full name
of company

Date of creation of the charge

15 May 1989

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

Debenture

Amount secured by the mortgage or charge

All monies and liabilities which shall for the time being (and whether on or at any time after demand or judgment) be due or owing from or incurred by Robert Fraser Sixth Development Company Limited London & New York Estates (Denmark St.) Limited and Bosun Properties Limited ("the Borrower" which expression includes each of them) to the Lender pursuant to the provisions of the facility letter dated 24 January 1989 under which the Mortgagee made available to the Borrower a loan facility of £900,000 together with all liabilities payments losses costs expenses discount commission charges and interest

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

ROBERT FRASER & PARTNERS LIMITED of Fraser House,

29 Albemarle Street,

London

Postcode

W1X 3FA

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

BERWIN LEIGHTON
ADELAIDE HOUSE
LONDON BRIDGE
LONDON EC4R 9HA

REF: RHAW/B.687/48a

Time critical reference

For official use
Mortgage section

REGISTERED

18 MAY 1989

Post room



18/5

Short particulars of all the property mortgaged or charged

1. By way of legal mortgage the property described in the Schedule below and all buildings and other structures now or from time to time thereon ("the Mortgaged Property")

2. Without prejudice to the generality of the foregoing by way of fixed equitable charge all and any proceeds of sale or other disposal or realisation of the Mortgaged Property payable or receivable before at or after completion of any such sale or other disposal or realisation and whether payable to or receivable by the Borrower or any agent or other person on its behalf or the Commissioners of Inland Revenue or any other authority body or person whatsoever and the benefit of any account set up at any time in the name or for the account of the Borrower into which the proceeds of any such sale or other disposal or realisation shall be deposited and all monies from time to time standing to the credit of any such account

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

Bel

Date

17th May 1989

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



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Particulars of a mortgage or charge (continued)

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

Company number

2325652

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

Name of company

LONDON & NEW YORK ESTATES (DENMARK ST.) LIMITED

Limited*

*Delete if
inappropriate

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

3. By way of fixed equitable charge the benefit of each and all of the personal covenants by the lessees or underlessees under the leases or underleases subject to which the estate of the Borrower in the Mortgaged Property is held now or from time to time and each and all of the guarantees in respect of the obligations of lessees or underlessees under or pursuant to such leases or underleases in any such case whether given to the Borrower or any predecessor in title of the Borrower.

4. By way of fixed equitable charge the benefit of each and all of the following including (without limitation) all rights of enforcement of the same:-

- i) each and all of the contracts now or hereafter entered into by the Borrower with architects contractors quantity surveyors structural engineers and surveyors in respect of any development or refurbishment of or other works to the Mortgaged Property and each and all of the bonds or guarantees now or hereafter issued to or for the benefit of the Borrower in connection with all or any of such contracts
- ii) the copyright and rights in the nature of copyright vested in the Borrower from time to time in any plans specifications and negatives prepared for or in connection with any development or refurbishment of or other works to the Mortgaged Property
- iii) the implied licence of the Borrower in any such plans specifications and negatives the copyright of which is not vested in the Borrower
- iv) all guarantees warranties and representations given or made by and any rights or remedies against all or any of the manufacturers suppliers or installers of all plant machinery fixtures fittings and other items now or from time to time in the building or buildings erected or to be erected on the Mortgaged Property and any other person firm or company now or from time to time under contract with or under a duty to the Borrower

5. By way of first floating charge the uncalled capital for the time being and all the property and assets and undertakings of the company whatsoever and wheresoever both present and future including its goodwill

THE SCHEDULE

Freehold land known as 5 Denmark Street in the London Borough of Camden registered at H.M. Land Registry with title absolute under title number 437858

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

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

Company number

2325652

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

Name of company

LONDON & NEW YORK ESTATES (DENMARK ST.) LIMITED

Limited*

*Delete if
inappropriate

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

NOTE The Debenture provides that the Company will not without the prior written consent of the Mortgagee assign or factor or agree to assign or factor all or any of the property and assets charged by the Debenture nor create or attempt or contract to create or suffer or permit to arise or subsist any mortgage charge pledge hypothecation lien or other security interest or encumbrance whatsoever over or in respect of all or any of the property and assets charged by the Debenture nor sell exchange convey assign lease transfer or otherwise deal with or dispose of or contract or purport to do any of such things or suffer to arise any set-off or other third party rights in relation to all or any of the property and assets charged by the Debenture (and not do so in relation to property and assets referred to only in paragraph 5 above otherwise than by way of a sale or other disposal in the ordinary course of its business)

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 15th MAY 1989
and created by LONDON & NEW YORK ESTATES (DENMARK ST.) LIMITED

for securing all moneys due or to become due from THE COMPANY AND/OR ALL
OR ANY OF THE OTHER COMPANIES NAMED THEREIN to ROBERT FRASER & PARTNERS
LIMITED PURSUANT TO A FACILITY LETTER DATED 24th JANUARY 1989 AND THIS
DEED

was registered pursuant to Chapter I Part XII of the Companies Act
1985, on the 18th MAY 1989

Given under my hand at the Companies Registration Office,
Cardiff the 25th MAY 1989

No. 2325652

P. Jones
P. JONES

an authorised officer

C.69

L/K
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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)**

55

For official use

Company number

113

2325652

Name of company

LONDON AND NEW YORK ESTATES (DENMARK ST) LIMITED

* Insert full name
of company

Date of creation of the charge

22nd December 1992

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

Legal charge

Amount secured by the charge

the aggregate of:-

- 1) £20,000 due to the chargee from Ratleigh Properties Limited ("Ratleigh") on 31st December 1992 under the terms of an agreement dated 22nd December between (amongst others) the chargee and Ratleigh ("Agreement")
- 2) £20,000 due to the chargee from Ratleigh on 31st March 1993 under the Agreement
- 3) all other amounts which become payable to the chargee under the Agreement by virtue of non-payment or late payment of the sums referred to above
- 4) an amount equal to value added tax payable on all or any of the amounts referred to above (continued on separate sheet)

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

London & New York Estates Limited

27/31 Blandford Street

London

Postcode W1H 3AD

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

Simon Olswang & Co
1 Great Cumberland Place
London W1H 7AL

DX 44407 Marble Arch
Ref: RCS

Time critical reference

For official Use

Mortgage Section

ge Section
REGISTERED

Post room

COMPANIES HOUSE

- 8 JAN 1993

8 JAN 1993

7.

The freehold land known as 5 Denmark Street
registered with the title number 437858

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

Particulars as to commission allowance or discount (note 3)

Signed Simon Obwang + Co
Solicitors
On behalf of [company] ~~charge~~ ~~xxx~~

Date 6th January 1993

† 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, Cardiff CF4 3UZ.

LONDON AND NEW YORK ESTATES (DENMARK ST) LIMITED -
No. 2325652

Companies Form No. 395 (continuation)

- 5) all costs charges expenses and fees incurred by the chargee in the enforcement of the security constituted by the charge or as a result of a breach of the Agreement



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 22nd DECEMBER 1992
and created by LONDON & NEW YORK ESTATES (DENMARK ST.) LIMITED

for securing £20,000.00 and all other moneys due or to become due from
RATLIEGH PROPERTIES LIMITED to LONDON & NEW YORK ESTATES LIMITED under
the terms of THE "AGREEMENT" DATED 22nd DECEMBER 1992 AND THIS CHARGE AS
DEFINED THEREIN

was registered pursuant to Chapter I Part XII of the Companies Act
1985, on the 8th JANUARY 1993

Given under my hand at the Companies Registration Office,

Cardiff the 15th JANUARY 1993

No. 2325652

A handwritten signature in cursive script, reading 'A.P. Goddard'.

A. P. GODDARD

an authorised officer

C.69