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395

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

Please do not write in this margin

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

To the Registrar of Companies

For official use Company number

U28

2388957

Name of company

* ROBERT FLEMING OVERSEAS (NUMBER 1) LIMITED (THE "COMPANY")

Date of creation of the charge

30 MARCH 1995

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

DEPOSIT AND CHARGE AGREEMENT DATED 30 MARCH 1995 AND MADE BETWEEN ROBERT FLEMING OVERSEAS (NUMBER 1) LIMITED, COPTHALL OVERSEAS LIMITED ("COPTHALL"), CANARY WHARF INVESTMENTS LIMITED (THE "PURCHASER") AND ROBERT FLEMING & CO. LIMITED (THE "BANK")

Amount secured by the mortgage or charge

THE OBLIGATIONS OF THE PURCHASER UNDER:-

A) CLAUSES 8.1.1 AND 8.1.2 OF A TAX DEED DATED 30 MARCH 1995 MADE BETWEEN COPTHALL, THE PURCHASER, CANARY WHARF HOLDINGS LIMITED AND ROBERT FLEMING HOLDINGS LIMITED; AND

B) CLAUSE 11.1 (IV) OF A SALE AND PURCHASE AGREEMENT DATED 30 MARCH 1995 MADE BETWEEN COPTHALL, THE PURCHASER, CANARY WHARF HOLDINGS LIMITED AND ROBERT FLEMING HOLDINGS LIMITED.

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

COPTHALL OVERSEAS LIMITED OF 25 COPTHALL AVENUE, LONDON

Postcode EC2R 7DR

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

CHRISTINE LIONE
ROBERT FLEMING & CO. LIMITED
25 COPTHALL AVENUE
LONDON
EC2R 7DR

For official use
Mortgage section

REGISTERED

30 MAR 1995

Post room



KLO *KG7UBA4Q* 257
COMPANIES HOUSE 30/03/95

Time critical reference

Short particulars of all the property mortgaged or charged

THE SUM OF £7,750,000 (SEVEN MILLION SEVEN HUNDRED AND ~~FIFTY~~ ^{FIFTY} THOUSAND POUNDS) STANDING TO THE CREDIT OF THE COMPANY'S ACCOUNT NUMBER 40268 WITH THE BANK (SORT CODE 20-32-40), TOGETHER WITH ALL INTEREST AND OTHER ACCRUALS THERETO (LESS ANY AMOUNTS PAID OUT THEREOF FROM TIME TO TIME)

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)

NONE

Signed

Chris Lewis

Date 30 MARCH 1995

On behalf of ~~[company]~~ ~~[mortgagee/chargee]~~ * CHARGE

*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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CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02388957

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEPOSIT AND CHARGE AGREEMENT DATED THE 30th MARCH 1995 AND CREATED BY ROBERT FLEMING OVERSEAS (NUMBER1) LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM CANARY WHARF INVESTMENTS LIMITED TO COPTHALL OVERSEAS LIMITED UNDER CLAUSES 8.1.1 AND 8.1.2 OF A TAX DEED DATED 30TH MARCH 1995 AND CLAUSE 11.1 (IV) OF A SALE AND PURCHASE AGREEMENT DATED 30TH MARCH 1995 WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 30th MARCH 1995.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 4th APRIL 1995.


D. JENKINS

for the Registrar of Companies



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

HC026B