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COMPANIES FORM No. 395

Particulars of a mortgage or charge

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge.

CHFP025

Please do not write in this margin

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

*insert full name of Company

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies
(Address overleaf - Note 6)

Name of company

* TOPPLAN ESTATES LIMITED ("the Borrower")

Date of creation of the charge

30th May 2001

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

Legal Charge

Amount secured by the mortgage or charge

- The amounts from time to time due owing or incurred to the Mortgagee by the Borrower including (but without prejudice to the generality of the foregoing):
- (a) the Advance (meaning any sum of money lent advanced or re-advanced by the Mortgagee to the Borrower pursuant to an Offer Letter);
 - (b) all other monies obligations and liabilities either actually owed or owed depending upon the happening of an event by the Borrower to the Mortgagee and whether such monies are owed as principal or surety or jointly or severally with any other persons or upon any account whatsoever;
 - (c) the Expenses (as defined in the Mortgagee's Mortgage Conditions (2000 Edition) lodged herewith) and all other monies and expenses incurred by the Mortgagee under the Legal Charge and the said Mortgage Condition (2000 Edition) (including all legal and other costs and disbursements stamp duties and Land Registry and other fees); and
 - (d) all interest (including Deferred Interest (as defined)) payable on such amounts in accordance with the Offer Letter(s) and/or the aforementioned Mortgage Conditions (2000 Edition)

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

First Active plc
Sir William Atkins House, Ashley Avenue, Epsom, Surrey.
("the Mortgagee")

Postcode KT18 5AS

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

Lattey & Dawe
21 Liverpool Street
London
EC2M 7RD

Ref: PWC/IAB/10,373/12

Time critical reference

For official Use
Mortgage Section

Post room



A05
COMPANIES HOUSE

0623
19/06/01

ALL THAT leasehold property known as Flat 37 Iceland Wharf Surrey Quays Plough Way in the London Borough of Southwark AS THE SAME is granted out of Title Numbers TGL 18644 and TGL 21536 and as the same is

demised by a lease dated 30th May 2001 made between Gallamore Properties Limited and Topplan Estates Limited (1) and Topplan Estates Limited (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)

None

Signed

Lattey & Dawe

Date 17th June 2001

On behalf of [company] [mortgagee/chargee] †

LATTEY & DAWE

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge. (See Note 5)

† 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 Cheques and Postal Orders are to be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is:-

Companies House, Crown Way, Cardiff CF14 3UZ

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02418899

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 30th MAY 2001 AND CREATED BY TOPPLAN ESTATES LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO FIRST ACTIVE PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 19th JUNE 2001.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 20th JUNE 2001.

R. Paw



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES