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COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

Please do not
write in
this margin

Pursuant to section 395 of the Companies Act 1985

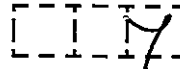
CHA 116

To the Registrar of Companies

For official use

Company number

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



2689539

Name of company

* SOUTHERN HOUSE LIMITED (the "Company")

*insert full name
of company

Date of creation of the charge

21st December, 1995

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

Supplemental charge over deposit account (the "Supplemental Charge").

Amount secured by the mortgage or charge

All monies currently or at any time in the future due, owing or incurred from or by the Company to the Lender or for which it might be or become liable on any account or in any manner, whether as principal, guarantor or surety and whether alone or jointly with any other person and in any name or style and including commission, banking charges and (on an indemnity basis) legal and other costs, charges and expenses.

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

WÜRTTEMBERGISCHE HYPOTHEKENBANK AKTIENGESELLSCHAFT of Buchenstrasse 26, Postfach 105452, 70174 Stuttgart, Germany, and WESTFÄLISCHE HYPOTHEKENBANK AKTIENGESELLSCHAFT of Florianstrasse 1, 44139 Dortmund, Germany (together the "Lender")

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

Allen & Overy
One New Change
London
EC4M 9QQ

B1:JPH/JPF/48551.1

Time critical reference

For official use
Mortgage Section

Post room



Short particulars of all the property mortgaged or charged

To the extent not covered by the charges created by the Original Charge, the Deposit, absolutely.

The Company irrevocably and unconditionally undertakes that it will not create, attempt to create or permit to subsist any mortgage, lien or security agreement or security interest on or over the Deposit or any part of it or permit any lien to arise or affect the whole or any part of the Deposit except for the assignment and charge constituted in the Supplemental Charge accompanying this form 395.

The charge and assignment is made with full title guarantee.

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lettering

Particulars as to commission allowance or discount (note 3)

NIL.

Signed

Allen & Avery

Date

4/1/96

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 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.

Form 395 - Southern House Limited - Charge over Deposit Account

Continuation

For the purpose of this Form 395:

"Account"

means the interest bearing deposit account of the Company at the Bank.

"Bank"

means Royal Bank of Scotland PLC, Belgravia Branch.

"Deposit"

means all sums from time to time standing to the credit of the Company in the Account whether in addition to or by way of renewal of or replacement for any sums previously deposited in the Account by the Company or otherwise together with all interest accruing from time to time on the Account.

"Original Charge"

means the charge dated 30th July, 1992 between the Company (then named Grangewise Investments Limited) and the Lender.



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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. 02689539

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A SUPPLEMENTAL CHARGE OVER DEPOSIT ACCOUNT DATED THE 21st DECEMBER 1995 AND CREATED BY SOUTHERN HOUSE LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO WURTTEMBERGISCHE HYPOTHEKENBANK AKTIENGESELLSCHAFT AND WESTFALISCHE HYPOTHEKENBANK AKTIENGESELLSCHAFT ON ANY ACCOUNT WHATSOEVER SUPPLEMENTAL TO THE ORIGINAL CHARGE DATED 30th JULY 1992 WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 5th JANUARY 1996.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 9th JANUARY 1996.

N. S. DINKLEY

for the Registrar of Companies

L-C
9-1-96
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COMPANIES HOUSE

HC026B