

# M

CHFP025

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\* insert full name  
of Company

## COMPANIES FORM No. 395

### Particulars of a mortgage or charge

N. West  
108471  
£10



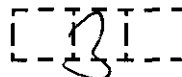
A fee of £10 is payable to Companies House in respect  
of each register entry for a mortgage or charge.

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number



2698931

Name of company

\* Bayfordbury Holdings Plc (the "Company")

Date of creation of the charge

4 May 2000

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

Subordination Deed ("the Deed") dated 4 May 2000 between the Company and  
others as Subordinated Creditors and West End Quay Limited as Borrower  
and The Development Bank of Singapore Limited as Security Trustee.

Amount secured by the mortgage or charge

(See Continuation Sheet No 1 page 2)

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

The Development Bank of Singapore Ltd  
7th Floor, Finsbury Circus House  
Finsbury Circus  
London

Postcode EC2M 7BT

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

Baker & McKenzie  
100 New Bridge Street  
London  
EC4V 6JA

For official Use  
Mortgage Section

Post room



LD8  
COMPANIES HOUSE

0372  
24/05/00

Time critical reference

IWJ/PDZ/FMG 1054213

By Clause 6 of the Deed the Company shall (if the Company actually receives the amount discharged or purported to be discharged) immediately pay it (up to a maximum of an amount equal to the Senior Liabilities) to the Security Trustee for application towards the Senior Liabilities and pending payment hold it (up to that maximum) on trust for the Security Trustee.

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Particulars as to commission allowance or discount (note 3)

Nil

Signed

*Baker & McKenzie*

Date 23 May 2000

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

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

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

Continuation sheet No 1  
to Form No 395 and 410 (Scot)

CHA 116

Please complete  
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Company Number

2698931

Name of Company

Bayfordbury Holdings Plc (the "Company")

~~limited~~\*

\* delete if  
inappropriate

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

All Liabilities arising under or in connection with the Finance Documents to any Finance Party ("the Senior Liabilities").

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In this Form, the following terms have the following meaning:

"Finance Documents" means the Deed and each of the following:

(a) the Facilities Agreement dated 4 May 2000 between West End Quay Limited as Borrower, The Development Bank of Singapore as Arranger, The Development Bank of Singapore, The Bank of Scotland and Overseas Union Bank Limited as Lenders, The Development Bank of Singapore as Issuing Bank, The Development Bank of Singapore as Agent and The Development Bank of Singapore Ltd as Security Trustee;

(b) the Subordination Deed dated 4 May 2000 between Rialto Homes Plc, Westcity Wates (Paddington) Limited, ING Real Estate Development UK Support Limited, Wates Construction Limited, Westcity Properties Limited, Bayfordbury Holdings Plc and ING Vastgoed B.B.V as Subordinated Creditors, West End Quay Limited as Borrower and The Development Bank of Singapore Ltd as Security Trustee;

(c) the Debenture dated 4 May 2000 between West End Quay Limited as Borrower and The Development Bank of Singapore Ltd as Security Trustee;

(d) the Guarantee dated 4 May 2000 between Wates Construction Limited, Westcity Properties Limited, Bayfordbury Holdings Plc and ING Vastgoed B.B.V as Guarantors, Wates Group Limited and The Development Bank of Singapore Ltd;

(e) the Arrangement Fee Letter dated 14 April 2000 from The Development Bank of Singapore Ltd to West End Quay Limited;

(f) the Management Fee Letter dated 14 April 2000 from The Development Bank of Singapore Ltd to West End Quay Limited;

(g) each substitution certificate;

(h) the Deed of Priorities dated 4 May 2000 between Rialto Homes Plc, The Development Bank of Singapore Ltd as Senior Security Trustee and N M Rothschild & Sons Limited as Junior Security Agent;

(i) the Deed of Priorities dated 4 May 2000 between West End Quay Limited, The Development Bank of Singapore Ltd as Security Trustee and Frogmore Developments Limited as Junior Lendor;

and any other document designated as such by the Agent and the Borrower;

"Finance Parties" means each of the following parties:

(a) The Development Bank of Singapore Ltd;

(b) The Bank of Scotland; and

(c) Overseas Union Bank Limited;

and their successors and assigns;

"Liabilities" means all present and future sums, loans and advances, liabilities and obligations payable or owing by the Borrower (whether actual or contingent, jointly or severally or otherwise howsoever); and

"Subordinated Creditors" means each of the following parties:

(a) Rialto Homes Plc;

(See Continuation Sheet No 2 page 2)

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Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)

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## Particulars of a mortgage or charge (continued)

Continuation sheet No 2  
to Form No 395 and 410 (Scot)

CHA 116

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Company Number

2698931

Name of Company

Bayfordbury Holdings Plc (the "Company")

~~limited~~\*

\* delete if  
inappropriate

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

- (b) Westcity Wates (Paddington) Limited;
- (c) ING Real Estate Development UK Support Limited;
- (d) Wates Construction Limited;
- (e) Westcity Properties Limited;
- (f) Bayfordbury Holdings Plc; and
- (g) ING Vastgoed B.B.V.

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Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)

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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. 02698931

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A SUBORDINATION DEED BETWEEN THE COMPANY AND OTHERS AS SUBORDINATED CREDITORS AND WEST END QUAY LIMITED AS BORROWER AND THE DEVELOPMENT BANK OF SINGAPORE LIMITED AS SECURITY TRUSTEE DATED THE 4th MAY 2000 AND CREATED BY BAYFORDBURY HOLDINGS PLC FOR SECURING ALL LIABILITIES ARISING UNDER OR IN CONNECTION WITH THE FINANCE DOCUMENTS (AS DEFINED) TO ANY FINANCE PARTY (AS DEFINED) WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 24th MAY 2000.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 26th MAY 2000.



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



COMPANIES HOUSE

HC026