

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.

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number

8480
850x5
24985

2792457

Name of company

* Gander Properties Plc

Date of creation of the charge

12 November 1999

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

A Legal Charge

Amount secured by the mortgage or charge

All the Company's liabilities to the Bank of any kind and in any currency (whether present or future actual or contingent and whether incurred alone or jointly with another) together with the Bank's charges and commission Interest and Expenses (as defined in the Legal Charge)

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

The Royal Bank of Scotland International Limited PO Box 64, 71 Bath Street, St. Helier, Jersey. JE4 8PJ.

Postcode

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

D J Freeman
1 Fetter Lane
LONDON

EC4A 1JB

Ref: MAS/SOB/126371

Time critical reference

For official Use
Mortgage Section

Post room



A10
COMPANIES HOUSE

A81M1LK2

0479
19/11/99

Short particulars of all the property mortgaged or charged

1. By way of legal mortgage of all legal interests and otherwise by way of fixed charge the Property (as defined in the Legal Charge and as set out in the Schedule below) to the full extent of the Company's interest in the property or its proceeds of sale);
2. By way of fixed charge:-
 - (a) all the plant machinery and fixtures and fittings of the Company now and in the future at the property;
 - (b) all furniture, furnishings, equipments, tools and other chattels of the Company now and in the future of the property and not regularly disposed of in the ordinary course of business;
 - (c) the Goodwill (as defined in the Legal Charge as "the present and future goodwill of any business carried out at the property by or on behalf of the Company") and the proceeds of any insurance from time to time affecting the property or the Charged Assets (as defined in the Legal Charge and comprising all the property charged by the Legal Charge); cont/d

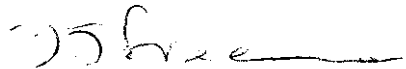
Please do not write in this margin

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

Particulars as to commission allowance or discount (note 3)

None

Signed



Date

17/11/99

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 CF4 3UZ

COMPANIES FORM No. 395 (Cont.) AND FORM No. 410 (Scot)(Cont.)

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

Please do not
write in this
binding margin

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

CHFP025

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

Company Number

2792457

Name of Company

Gander Properties Plc

Limited*

* delete if
inappropriate

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

Amount due or owing on the mortgage or charge (continued)

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

(d) the benefit of any interest rate swap or other agreement with the Bank or any third party for protecting or hedging the Company's liability to pay interest to the Bank at any time;

(e) all funds standing to the credit of the Company from time to time on any account with the Bank including all receipts from time to time paid into an account in accordance with clause 2.3 of the Legal Charge;

(f) the benefit of all contracts appointments warranties and other documents to which the Company is a party relating to any development of the Property and all rights and claims under or associated with the same.

The following restrictions appear in the Legal Charge;

The Company will not without the Bank's prior written consent:-

(i) create or permit to arise any mortgage charge lien or other security interest on the Property the Charged Assets or the goodwill;

(ii) sell or otherwise dispose of the Property the Charge Assets or the goodwill;

(iii) grant or accept a surrender of any lease or licence of or part with or share possession or occupation of the Property;

(iv) consent to any assignment or sublease by any lessee or sublessee of the Property.

SCHEDULE

Address	Title No(s)
8 Allen Street, W8.	NGL75836
24 Colherne Road, SW10.	BGL9191
31/35 Courtfield Gardens, SW5.	LN109677, LN109678, NGL641265 NGL641267, NGL641266.
97 Earls Court Road, W8.	341832
3 Emperors Gate, SW7.	BGL3745
Holland Place Chambers, W8.	LN28180
1 and 7 Lexham Gardens Mews, W8.	LN68356, LN68171
150 Lexham Gardens/97A Earls Court Road, W8.	349760
Garage 3 Lexham House, W8.	LN173303
33 Longridge Road, SW5.	NGL206410
Nevern Mansions, SW5	NGL211790
3/5 Palace Gate, W8.	BGL28140, BGL28127
7/9 Palace Gate, W8.	NGL463942, 355656
Parking spaces 2, 10, 11, 12, 13, 15, 16, 18 and 19 at 10 Palace Gate, W8.	BGL13022, BGL6921, BGL6914, BGL6915, BGL6919, BGL6917, BGL6918, BGL6916, BGL11415
13/15 Palace Gate, W8.	282715, 184382
21/23 Palace Gate, W8.	NGL219568, NGL327753

COMPANIES FORM No. 395 (Cont.) AND FORM No. 410 (Scot)(Cont.)

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

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

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Company Number

2792457

Name of Company

Gander Properties Plc

Limited*

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

Amount due or owing on the mortgage or charge (continued)

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

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SCHEDULE cont/d

Address	Title No(s)
10/11 Philbeach Gardens, SW5.	NGL683551
71 Philbeach Gardens, SW5.	LN68605
73 Philbeach Gardens, SW5.	NGL687845
32/38 Lexham Gardens, W8.	LN107492
35/49 Queens Gate Terrace, SW7.	BGL30855
20 Petersham Place, SW7.	BGL5438
36 Trebovir Road.	NGL625099

Please complete
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FILE COPY



**CERTIFICATE OF THE REGISTRATION
OF A MORTGAGE OR CHARGE**

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

COMPANY No. 02792457

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 12th NOVEMBER 1999 AND CREATED BY GANDER PROPERTIES LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE ROYAL BANK OF SCOTLAND INTERNATIONAL LIMITED ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 19th NOVEMBER 1999.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 23rd NOVEMBER 1999.

[Handwritten signature]



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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