

Particulars of a charge

395

Please do not
write in
this margin

Pursuant to section 395 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

PK

2897727

Name of company

* Berkeley Hambro Investments (South East) Limited

* insert full name
of company

Date of creation of the charge

15th FEBRUARY 1995

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

Legal Charge (FIXED AND FLOATING)

Amount secured by the charge

ALL MONIES (INCLUDING WITHOUT LIMITATION THE
LOAN OF UP TO
£10,000,000.00 ADVANCED TO THE BORROWER AND
INTEREST OUTSTANDING FROM TIME TO TIME) DEBTS AND LIABILITIES
WHICH NOW ARE, OR HAVE BEEN, OR MAY AT ANY TIME HEREAFTER
BE, OR BECOME, DUE OWING OR INCURRED FROM OR BY THE
BORROWER TO THE LENDER UNDER OR IN CONNECTION WITH ANY
SECURITY DOCUMENT, IN WHATEVER CURRENCY DENOMINATED
(WHETHER ALONE OR JOINTLY, OR JOINTLY AND SEVERALLY,
WITH ANY OTHER PERSON, WHETHER ACTUALLY OR CONTINGENTLY,
AND WHETHER AS PRINCIPAL DEBTOR, GUARANTOR, SURETY
OR OTHERWISE) TOGETHER WITH (BUT WITHOUT LIMITATION)
INTEREST AS SPECIFIED IN THE CHARGE

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

The Canada Life Assurance Company

Pellipar House

London

Postcode

EC4R 2RU

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

LAWRENCE GRAHAM
190 STRAND
LONDON W2R 1JN
Ref: SMT/Canada

**For official Use
Mortgage Section**

Post room

REGISTERED

07 MAR 1995



A12 *AW4659HB* 258
COMPANIES HOUSE 07/03/91

Time critical reference

Short particulars of all the property charged

- (a) the property listed in the attached schedule by way of first legal mortgage; and
- (b) by way of floating charge the whole of the Company's undertaking, and all its property and assets whatever and wherever, present and future, other than any property or assets from time to time or for the time being validly and effectively charged to the Chargee under (a) or otherwise pursuant to the Legal Charge dated between the Company and the Chargee.

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)

N/A

Signed

Lawrence Graham Date *6-3-95*

On behalf of [company][chargee]†

† 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.

SCHEDULE

The property charged

1. ALL THAT freehold property known as Queensgate House, Myrtle Road, Brentwood, Essex as the same is registered at H.M. Land Registry with Title Absolute under Title Number EX 272055.
2. ALL THAT leasehold property known as 6/6A Bedford Square, London WC1 as the same is registered at H.M. Land Registry with Title Absolute under Title Number NGL 479307.
3. ALL THAT freehold property known as 34 St Peters Street, St Albans, Hertfordshire as the same is registered at H.M. Land Registry with Title Absolute under Title Number HD 285624.
4. ALL THAT freehold property known as Ann Boleyn House, 9/13 Ewell Road, Cheam in the London Borough of Sutton as the same is registered at H.M. Land Registry with Title Absolute under Title Number SGL 317067.
5. ALL THAT freehold property known as RAC House, Bartlett Street, Croydon as the same is registered at H.M. Land Registry with Title Absolute under Title Number SGL 269911.
6. ALL THAT freehold property known as 2-6 High Street and 2-6 Ingrave Road, Brentwood, Essex as the same is registered at H.M. Land Registry with Title Absolute under Title Number EX 306201.

FILE COPY



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

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

COMPANY No. 02897727

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 15th FEBRUARY 1995 AND CREATED BY BERKELEY HAMBRO INVESTMENTS (SOUTH EAST) LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE CANADA LIFE ASSURANCE COMPANY (INCLUDING WITHOUT LIMITATION THE LOAN OF UP TO £10,000,000) UNDER THE TERMS OF ANY SECURITY DOCUMENT ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 7th MARCH 1995.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 10th MARCH 1995.

[Signature]
F. JONES

for the Registrar of Companies



21 T 10/23 P, COMPANIES HOUSE

HC026B

M

COMPANIES FORM No. 395

395**Particulars of a mortgage or charge**Please do not
write in
this margin

Pursuant to section 395 of the Companies Act 1985

Please complete
legibly, preferably
in black type or
bold block
lettering*Insert full name
of company

To the Registrar of Companies

For official use Company number

[2] [1] [PK]

2897727

Name of company

* BERKELEY HAMBRO INVESTMENTS (SOUTH EAST)
LIMITED

Date of creation of the charge

15th February 1955

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

ASSIGNMENT (B) WAY OF SECURITY

Amount secured by the mortgage or charge

ALL MONIES (INCLUDING WITHOUT LIMITATION THE
LOAN OF UP TO £10,000,000 ADVANCED TO THE
BORROWER AND INTEREST OUTSTANDING FROM TIME TO
TIME), DEBTS AND LIABILITIES WHICH ARE NOW, OR HAVE
BEEN, OR MAY AT ANY TIME HEREAFTER BE, OR BECOME,
DUE, OWING OR INCURRED FROM OR BY THE BORROWER TO
THE LENDER UNDER OR IN CONNECTION WITH ANY SECURITY
DOCUMENT IN WHATEVER CURRENCY DENOMINATED (WHETHER
ALONE OR JOINTLY, OR JOINTLY) AND SEVERALLY, WITH ANY
OTHER PERSON, WHETHER ACTUALLY OR CONTINGENTLY, AND
WHETHER AS PRINCIPAL OR SURETY OR OTHERWISE) TOGETHER
WITH (BUT WITHOUT LIMITATION) INTEREST, DISCOUNT,
COMMISSION OR OTHER LAWFUL CHARGES AND EXPENSES

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

THE CANADA LIFE ASSURANCE COMPANY
PELHAM HOUSE, 9 CLOAK LANE
LONDON

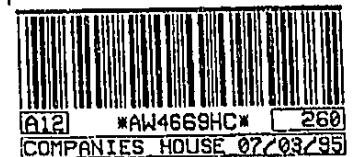
Postcode EC4R 2RU

Presentor's name, address and
reference (if any):LAWRENCE GRAHAM SOLICITORS
190 STRAND
LONDON WC2R 1JN
DX 39 LDE
Ref: SM7/C2516/47For official use
Mortgage section

REGISTERED

07 MAR 1995

Post room



Time critical reference

THE BORROWER'S LEGAL AND BENEFICIAL
RIGHTS TITLE BENEFITS AND INTERESTS IN AND
TO :-

1. ALL THAT FREEHOLD PROPERTY KNOWN AS 5 1/2
TO 8 ST JAMES STREET, BRIGHTON, EAST SUSSEX
AS THE SAME IS REGISTERED WITH TITLE ABSOLUTE
UNDER TITLE NUMBER ESX37828

2. ALL THAT FREEHOLD PROPERTY KNOWN AS
LAND AND BUILDINGS ON THE SOUTH SIDE OF
EMSCOTE ROAD, WARWICK, WARWICKSHIRE, AS
THE SAME IS REGISTERED WITH TITLE ABSOLUTE
UNDER TITLE NUMBER WK291739

Particulars as to commission allowance or discount (note 3)

N/A

Signed

Lawrence Graham

Date

6.3.95

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

*Delete as
appropriate

Notes

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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.
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FILE COPY



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COMPANY No. 02897727

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GIVEN AT COMPANIES HOUSE, CARDIFF THE 10th MARCH 1995.

for the Registrar of Companies



DET 10/000 COMPANIES HOUSE

HC026B