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CHFP025

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legibly, preferably
in black type, or
bold block lettering

*insert full name
of Company

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.

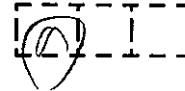
395

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number



3053568

Name of company

* Electra Fleming GP (Unquoted UK) Limited (the "Company")

Date of creation of the charge

11 June 1999 (the "Creation Date")

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

Legal Charge (the "Legal Charge") between Hemingway GP No.2 Limited and Hemingway Nominee No. 2 Limited (the "Chargors") (1) and the Bank(2). The Chargors hold the Property on trust for The Hemingway No. 2 Limited Partnership (the "Borrower") and

Amount secured by the mortgage or charge

All the liabilities of the Borrower to the Bank of any kind under or in connection with a facility agreement dated 8 June 1998, between, inter alia, the Bank and the Borrower as amended or supplemented from time to time (the "Facility Agreement"), all security documents granted to the Bank as security for the obligations of the Borrower under the Facility Agreement and any related hedging or overdraft arrangements between the Borrower and the Bank together with all expenses.

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

The Royal Bank of Scotland plc (the "Bank") acting through its branch at 62/63 Threadneedle Street, London EC2R 8LA

Postcode

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

Stephenson Harwood
No 1 St Paul's Churchyard
London
EC4M 8SH

AJ56146/A948/160/1923833

Time critical reference

For official Use
Mortgage Section

Post room



Short particulars of all the property mortgaged or charged

By way of legal mortgage of all legal interests and otherwise by way of fixed charge the property at Lewis House, 3-4 Manvers Street, Bath (Land Registry Title No. AV79740) (the "Property") (to the full extent of their interest in the Property or its proceeds of sale).

Note

The Legal Charge contains covenants by the Chargors with the Bank that they will not without the previous written consent of the Bank create or permit to arise any mortgage, charge, lien or other security interest on the Property.

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Particulars as to commission allowance or discount (note 3)

Signed Stephenson Harwood.

Date 15 June 1999

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

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Particulars of a mortgage or charge (continued)

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

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Company Number

3053568

Name of Company

Electra Fleming GP (Unquoted UK) Limited (the "Company")

~~limited~~*

* delete if
inappropriate

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

the Company is the general partner of Electra Fleming Private Equity Partners which is a limited partner of The Hemingway Umbrella Limited Partnership which is the limited partner of the Borrower.

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

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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. 03053568

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 11th JUNE 1999 AND CREATED BY ELECTRA FLEMING GP (UNQUOTED UK) LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE HEMINGWAY No.2 LIMITED PARTNERSHIP ("THE BORROWER") TO THE ROYAL BANK OF SCOTLAND plc OF ANY KIND UNDER OR IN CONNECTION WITH A FACILITY AGREEMENT DATED 8 JUNE 1998 AS AMENDED OR SUPPLEMENTED FROM TIME TO TIME ALL SECURITY DOCUMENTS GRANTED TO THE ROYAL BANK OF SCOTLAND plc AS SECURITY FOR THE OBLIGATIONS OF "THE BORROWER" UNDER THE FACILITY AGREEMENT AND ANY RELATED HEDGING OR OVERDRAFT ARRANGEMENTS WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 15th JUNE 1999.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 18th JUNE 1999.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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