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COMPANIES FORM No. 395

702051/150

395

Particulars of a mortgage or charge

CHFP054

A fee of £10 is payable to Companies House in respect of each register entry for 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

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

For official use

Company number

25

3054080

Name of company

*Insert full name of Company

*Grainmarket Properties Limited

Date of creation of the charge

21 May 2004

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

Legal Mortgage

Amount secured by the mortgage or charge

All monies and liabilities whatever, whenever and howsoever incurred by
Grainmarket Properties Limited & Elmswood Properties Limited
and by the Mortgagor whether now or in the future.

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

HSBC Private Bank (UK) Limited whose registered office is at
8 Canada Square, London

Postcode: E14 5HQ

Presentors name, address and reference:

JARNEER HUTCHINGS
21 ECCLESSTON SQUARE
LONDON SW1VINS

Ref: DIQ

Time critical reference

For official Use (02/00)

Mortgage Section

Post room



A47
COMPANIES HOUSE

A4XTXUB7

0437
22/05/04

Short particulars of all the property mortgaged or charged

The property at

Bridewell House Bridewell Place London

with the benefit of all rights, licences, guarantees, rent, deposits contracts, deeds, undertakings and warranties relating to the property;

any shares or membership rights in any management company for the Property;

any goodwill of any business from time to time carried on at the property;

any rental and other money payable under any lease, licence or other interest created in respect of the Property; and

all other payments whatever in respect of the Property

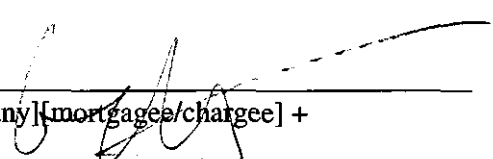
Please do not write in this margin

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

Particulars as to commission allowance or discount (note 3)

NIL

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge. (See Note 5)

Signed 
On behalf of [company] [mortgagee/chargee] +

Date 21 May 2004

+ 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

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03054080

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL MORTGAGE DATED THE 21st MAY 2004 AND CREATED BY GRAINMARKET PROPERTIES LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY AND ELMSWOOD PROPERTIES LIMITED AND BY THE MORTGAGOR TO HSBC PRIVATE BANK (UK) LIMITED ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 22nd MAY 2004.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 26th MAY 2004.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —