



COMPANIES FORM No. 395
Particulars of a charge

395

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write in
this margin

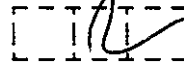
Pursuant to section 395 of the Companies Act 1985

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

To the Registrar of Companies
(Address overleaf - Note 5)

For official use

Company number



3054967

Name of company

* Berkeley Adam Limited

* insert full name
of company

Date of creation of the charge

20 May 1997

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

Charge

Amount secured by the charge

Please see attached continuation sheet

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

National Westminster Bank plc ("the Bank")

41 Lothbury

London

Postcode EC2P 2BP

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

Biddle (Ref:5)
1 Gresham Street
London EC2V 7BU

For official Use
Mortgage Section

Post room



Time critical reference

Short particulars of all the property charged

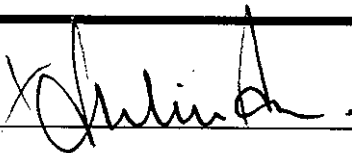
Please see attached continuation sheet

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

Particulars as to commission allowance or discount (note 3)

Signed



Date

20 May 1998

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.
- 5 The address of the Registrar of Companies is:-
Companies House, Crown Way, Cardiff CF4 3UZ

Continuation to Form 395

Legal Charge

Amount secured by mortgage or charge

All moneys obligations and liabilities (whether present or future actual or contingent) which may now or at any time hereafter be or become due owing or incurred by the Company to the Bank on any account or otherwise howsoever (whether solely or jointly with any other person and whether as principal or surety) together with interest and other bank charges and all costs and expenses howsoever incurred by the Bank on a full indemnity basis so that interest shall be calculated and compounded in accordance with the practice of the Bank from time to time as well after as before any demand made or judgement obtained under the terms of the Mortgage Debenture of the same date and between the same parties as this Charge and all expenses. Expenses means all fees and legal and other costs charges and expenses which the Bank or any receiver may charge or incur in relation to the Company or this Charge and the preparation negotiation and creation of this Charge and/or in relation to the Charged Property and/or breach of any provision of, and the protection realisation or enforcement of, this Charge in each case on a full indemnity basis.

Short particulars of all the property mortgaged or charged

The Company's rights and interest in an agreement for lease of 19/20 Portman Square and 9/10 Portman Close ("the Charged Property") dated 31 December 1996 and made between (1) the Trustees of the Portman Family Settled Estates and (2) the Company.

Restrictions

The Company shall not:

- (a) create or permit to subsist or arise any encumbrance or any right or option on the Charged Property or any part thereof ranking pari passu with or in priority to this Charge and any mortgage of or charge on the Charged Property created

by the Company (otherwise than in favour of the Bank) shall be expressed to be subject to this Charge;

- (b) assign or in any way dispose of the Charged Property or any interest therein or assign or otherwise dispose of any moneys payable to the Company in relation to the Charged Property or agree to do any of the foregoing;
- (c) without the written consent of the Bank exercise any of the powers of leasing or agreeing to lease vested in or conferred on mortgagors by common law or by statute or accept the surrender of any lease underlease or tenancy or agree to do any of the foregoing;
- (d) do or cause to permit to be done anything which may in any way depreciate jeopardise or otherwise prejudice the value of the Charged Property.

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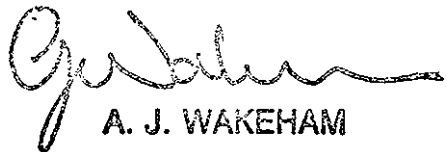
CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03054967

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A CHARGE DATED THE 20th MAY 1998 AND CREATED BY BERKELEY ADAM LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO NATIONAL WESTMINSTER BANK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 4th JUNE 1998.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 5th JUNE 1998.



A. J. WAKEHAM

for the Registrar of Companies



COMPANIES HOUSE

Post
AM
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