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COMPANIES FORM No. 395

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

FEE PAID £10 M COMPANIES HOUSE

395

Please do not write in this margin

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 03260959

Name of company

* Jemline Developments Limited

Date of creation of the charge

8 May 2001

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

Legal Charge

Amount secured by the mortgage or charge

All sums of money owed and all facilities or obligations to be carried out to the Bank of Scotland at any time and from time to time by Jemline Developments Limited whether:
(i) they arise before or after the Bank of Scotland has demanded they be repaid or carried out;
(ii) they are owed or to be carried out immediately or only after a stated event has occurred;
(iii) Jemline Developments Limited owes or is to carry them out on its own or jointly with any other persons;
(iv) Jemline Developments Limited owes or is to carry them out on its own account or as a guarantor for other persons;
together with interest upon them and expenses relating to them

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

The Governor & Company of the Bank of Scotland, Security Documentation Team, Specialist Functions Unit, Support Services Division,
1st Floor, 2 Robertson Avenue,
Edinburgh

Postcode EH11 1PZ

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

Underwood & Co
40 Welbeck Street
London W1M 8LN
DX 9074 West End

LMM/2992.2

Time critical reference

For official use

Mortgage section | Post room

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COMPANIES HOUSE 10/05/01

Short particulars of all the property mortgaged or charged

See attached

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)

Signed [signature] Date 8 May 2001

On behalf of ~~[company]~~ [mortgagee/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.

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Companies M395

PARTICULARS OF MORTGAGE OR CHARGE

Name of Company: JEMLINE DEVELOPMENTS LIMITED

Number of Company: 03260959

SCHEDULE OF CHARGES, COVENANTS AND RESTRICTIONS

Contained in a Legal Mortgage in favour of Bank of Scotland dated 8 May 2001

Charges

1. by way of legal mortgage over all that leasehold property known as land and buildings at Brislington Shopping Centre, Brislington Hill, Bristol ("the Property") and registered at H M Land Registry under Title Number BL25207

2. by way of fixed charge over all buildings and other structures on, and items fixed to, the Property;

3. by way of fixed legal charge over any goodwill relating to the Property;

4. by way of fixed charge over all plant, machinery and other chattels attached to the Property on or at any time after the date of this Legal Mortgage;

5. by way of floating charge over all unattached plant, machinery, chattels and goods now or at any time after the date of this Legal Mortgage on or in or used in connection with the Property;

6. by way of legal assignment the Rental Sums together with the benefit of all rights and remedies of the Company;

7. by way of fixed charge the proceeds of any claim made under any insurance policy relating to any of the property charged under the Charge.

Restrictions on charges and disposals

1. The Company may not without the prior written consent of the Bank create or attempt to create or allow to be created or to exist (whether by a specific agreement imposed by rule of law or Act or Parliament) any charge or lien of any kind over the Property.

2. The Company may not without the prior written consent of the Bank or anyone else who is the proprietor of this Mortgage sell, transfer, lease or otherwise dispose of all or any part of the Property, whether at law or in equity.

FILE COPY

CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03260959

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 8th MAY 2001 AND CREATED BY JEMLINE DEVELOPMENTS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 10th MAY 2001.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 14th MAY 2001.

THE OFFICIAL SEAL OF THE REGISTRAR OF COMPANIES

Companies House
for the record

HC026B