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COMPANIES FORM No. 395

050417/104

Particulars of a mortgage or charge

395

A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge.

CHFP025

Please do not write in this margin

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

*insert full name of Company

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number

114

03288116

Name of company

* SOHO HOUSE LIMITED ("the Borrower")

Date of creation of the charge

28 May 2008

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

Legal Charge (the "Charge")

Amount secured by the mortgage or charge

The Borrower agrees to pay to BoS the Secured Liabilities when BoS demands in writing

See continuation sheet 1 for definitions

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

Bank of Scotland plc, The Mound, Edinburgh ("BoS")

Postcode

Presentor's name address and reference (if any)

MacLay Murray & Spens LLP
Quartermile One
15 Lauriston Place
Edinburgh
EH3 9EP

Time critical reference

GZO/CEXM/SMK/BAN/13/3378

For official Use (06/2005)

Mortgage Section

Post room

TUESDAY



A21

10/06/2008

113

COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

See continuation sheet 1 for definitions

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

Signed

Date

6/6/08

On behalf of ~~XXXXXXXXXXXXXXXXXXXX~~ (chargee) †

*Brand on behalf MacLay Murray &
Spens LLP*

A fee is payable
to Companies
House in
respect of each
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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 A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge Cheques and Postal Orders must be made payable to **Companies House**
- 6 The address of the Registrar of Companies is **Companies House, Crown Way, Cardiff CF14 3UZ**

Continuation sheet 1

To the Registrar of Companies

Name of Company
SOHO HOUSE LIMITED (the
"Borrower")

Company number
03288116

Short particulars of all the property mortgaged or charged

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- 1 The Borrower with full title guarantee charges as security for the Secured Liabilities -
 - 1 1 by way of legal mortgage the Property together with all present and future buildings and fixtures (including trade and tenant's fixtures) which are at any time on or attached to the Property,
 - 1 2 by way of fixed charge any goodwill relating to the Property or the business or undertaking conducted at the Property,
 - 1 3 by way of fixed charge all plant, machinery and other items affixed to and forming part of the Property on or at any time after the date of the Charge,
 - 1 4 by way of assignment the Rental Sums together with the benefit of all rights and remedies of the Borrower relating to them to hold to BoS absolutely subject to redemption upon repayment of the Secured Liabilities,
 - 1 5 by way of fixed charge all rights and interests in and claims made under any insurance policy relating to any of the property charged under the Charge, and
 - 1 6 if the Borrower is a company (which shall include an industrial and provident society registered under the Industrial and Provident Society Acts) by way of floating charge all unattached plant, machinery, chattels and goods now or at any time after the date of the Charge on or in or used in connection with the Property or the business or undertaking conducted at the Property

In this Form 395 the following definitions shall apply

"Conditions" means BoS's Commercial Charge Conditions (2007 Edition),

"Secured Liabilities" and "Rental Sums" have the same meanings as in the Conditions,

"Property" means

- (1) the freehold property known as 162 and 164 Chiswick High Road, Hounslow registered at H M Land Registry under Title Number NGL317735, ✓
 - (2) the freehold property known as 166 Chiswick High Road, Chiswick registered at H M Land Registry under Title Number NGL330524, ✓
 - (3) the freehold property known as 168 Chiswick High Road, Chiswick, London registered at H M Land Registry under Title Number MX398338, ✓
 - (4) the freehold property known as 170 Chiswick High Road, London registered at H M Land Registry under Title Number AGL66171, and ✓
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- (5) the freehold property known as land at the back of 168 Chiswick High Road, London registered at H M Land Registry under Title Number AGL147982

In this Form 395, any reference to any person is to be construed to include that person's assignees or transferees or successors in title, whether direct or indirect



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

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

**COMPANY NO. 3288116
CHARGE NO. 14**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A LEGAL CHARGE DATED 28 MAY
2008 AND CREATED BY SOHO HOUSE LIMITED FOR SECURING
ALL SUMS DUE OR TO BECOME DUE UNDER THE TERMS OF
THE AFOREMENTIONED INSTRUMENT CREATING OR
EVIDENCING THE CHARGE WAS REGISTERED PURSUANT TO
CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 10
JUNE 2008

GIVEN AT COMPANIES HOUSE, CARDIFF THE 13 JUNE 2008



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES