

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.



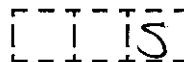
395

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number



3288116

Name of company

* SOHO HOUSE PLC

Date of creation of the charge

27 AUGUST 2002

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

DEBENTURE

Amount secured by the mortgage or charge

All present and/or future indebtedness of the Company to the Chargee under the guarantee dated 30 May 2002, including interest and all fees, costs, charges and expenses however incurred by the Chargee in relation to the Debenture and such indebtedness.

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

Stephen Bond
c/o 5 Fitzroy House
18-20 Grafton Street, London

Postcode W1S 4DL

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

Withers
16 Old Bailey
London
EC4M 7EG
(ref: CNS)

C-203995/1

Time critical reference

For official Use
Mortgage Section

Post room



A06
COMPANIES HOUSE

0506
30/08/02

(a) by way of fixed legal charge all estate or interests in any freehold and leasehold property now and/or at any time during the continuance of this security belonging to or charged to the Company;
 (b) by way of fixed charge all fixtures and fittings (including trade fixtures and fittings) and fixed plant and machinery from time to time on or in the property referred to in clause above (a);
 (c) by way of fixed charge all other plant machinery and fittings and all rights in any intellectual property or similar rights including (without limitation) all patents, designs, copyright, trade marks, service marks, confidential information and computer software now or hereafter belonging to the Company;
 (d) by way of fixed charge all stocks, shares and/or other securities now and at any time during the continuance of this security belonging to the Company;
 (e) by way of fixed charge its goodwill and the benefit of any licences held by or for the Company;
 (f) by way of floating charge all book debts and other debts now and from time to time due or owing to the Company and all the proceeds thereof;
 (g) by way of floating charge the company's undertaking and all its property, assets and rights whatsoever and wheresoever present and/or future except those for the time being effectively charged by way of fixed charge pursuant to the foregoing sub-clauses.

The Chargee may at any time by notice in writing to the Company convert the floating charge granted under clauses (f) and (g) above into a fixed charge as regards any assets specified in the notice and the Lender may thereafter appoint a receiver of such assets.

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

WITHERS LLP

Date

29.8.02

On behalf of [company] ~~XXXXXXXXXXXX~~ †

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

- 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.
- A description of the instrument, eg "Trust Deed", "Debenture", "Mortgage" or "Legal charge", etc, as the case may be, should be given.
- 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;
 - subscribing or agreeing to subscribe, whether absolutely or conditionally, or
 - 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.
- If any of the spaces in this form provide insufficient space the particulars must be entered on the prescribed continuation sheet.
- Cheques and Postal Orders are to be made payable to **Companies House**.
- The address of the Registrar of Companies is:-

Companies House, Crown Way, Cardiff CF14 3UZ

Please do not
write in this
binding margin

Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)

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

The floating charge granted by clauses (f) and (g) above shall immediately attach and become affixed without notice if the Company mortgages, charges or encumbers or attempts to mortgage, charge or encumber the whole or any part of the Charged Property without the consent of the Chargee.

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

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03288116

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 27th AUGUST 2002 AND CREATED BY SOHO HOUSE PLC FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO STEPHEN BOND 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 30th AUGUST 2002.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 2nd SEPTEMBER 2002.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —