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## COMPANIES FORM No. 395

### Particulars of a mortgage or charge

# 395

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Pursuant to section 395 of the Companies Act 1985

CHA 116

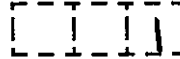
Please complete  
legibly, preferably  
in black type, or  
bold block lettering

\*insert full name  
of company

To the Registrar of Companies

For official use

Company number



3348206

Name of company

\* Colegate Management Limited (the "Company")

Date of creation of the charge

8 January 1998

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

A managing agent's letter and undertaking (the "Managing Agent's Letter and Undertaking") dated 8 January 1998 given by the Company on the authority of Hapton Limited (the "Borrower") in favour of Samuel Montagu & Co Limited (the "Bank")

Amount secured by the mortgage or charge

Such sums as are from time to time due to the Bank under the terms of the facility letter dated 10 November 1997 and accepted by the Borrower on 13 November 1997 between the Borrower and the Bank (the "Loan Agreement") and finance documents entered into pursuant thereto as detailed in such invoices that the Bank may render to the Borrower and copy to the Company.

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

Samuel Montagu & Co Limited whose registered office is at 10 Lower Thames Street EC3R 6AE

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

Denton Hall  
5 Chancery Lane, Cliffords  
Inn, London, EC4A 1BU

IFH/LXB/1209441.01

Time critical reference

For official use

Mortgage Section

Post room



Short particulars of all the property mortgaged or charged

All moneys in the rent receipts account being the account of the Company maintained at Barclays Bank, Bank Plain Norwich (the "Rent Receipts Account").

Note:

The Company is instructed by the Borrower and irrevocably and unconditionally agrees, for so long as any amount remains outstanding or payable under the Loan Agreement or any of the finance documents (inter alia):

(1) not to exercise any right of set-off or counterclaim against the Borrower or any amounts credited to the Rent Receipts Account from time to time;

(2) not to claim any right of subrogation, indemnity, contribution or other claim against the Borrower or any amounts credited to the Rent Receipts Account from time to time;

(see continuation sheet)

Please do not  
write in  
this margin

Please complete  
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bold block  
lettering

Particulars as to commission allowance or discount (note 3)

None

Signed Denton Hall

Date 21 January 1998

On behalf of [company] [mortgagee/chargee] <sup>†</sup>

<sup>†</sup> delete as  
appropriate

- 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 situated 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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## Particulars of a mortgage or charge (continued)

Continuation sheet No 1  
to Form No 395 and 410 (Scot)

CHA 116

Please complete  
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bold block lettering

Company Number

3348206

Name of Company

Colegate Management Limited (the "Company")

Limited\*

\* delete if  
inappropriate

Description of the instrument creating or evidencing the mortgage or charge (continued) (note 2)

Amount due or owing on the mortgage or charge (continued)

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bold block lettering**

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binding margin

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

Please complete  
legibly, preferably  
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bold block lettering

(cont'd)

(3) not to withdraw any sums from the Rent Receipts Account if, following a withdrawal of such sums, the funds standing to the credit of the Rent Receipts Account would be insufficient to discharge the next payment due to the Bank in accordance with the terms of the Managing Agent's Letter and Undertaking; and

(4) not to create, assume or permit to exist any security interest of any kind upon the Rent Receipts Account or any amounts credited thereto from time to time or any of the Borrower's property or assets (whether now owned or hereinafter acquired).

Please complete  
legibly, preferably  
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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. 03348206

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A MANAGING AGENT'S LETTER AND UNDERTAKING DATED THE 8th JANUARY 1998 AND CREATED BY COLEGATE MANAGEMENT LIMITED FOR SECURING SUCH SUMS AS ARE FROM TIME TO TIME DUE TO SAMUEL MONTAGU & CO. LIMITED (THE "BANK") UNDER THE TERMS OF THE FACILITY LETTER DATED 10TH NOVEMBER 1997 AND ACCEPTED BY HAPTON LIMITED (THE "BORROWER") ON 13TH NOVEMBER 1997 BETWEEN THE BORROWER AND THE BANK (THE "LOAN AGREEMENT") AND FINANCE DOCUMENTS ENTERED INTO PURSUANT THERETO AS DETAILED IN SUCH INVOICES THAT THE BANK MAY RENDER TO THE BORROWER AND COPY TO THE COMPANY WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 22nd JANUARY 1998.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 27th JANUARY 1998.

  
A.P. GUMP

for the Registrar of Companies



C O M P A N I E S H O U S E