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CHFP025

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legibly, preferably
in black type, or
bold block lettering

*insert full name
of Company

COMPANIES FORM No. 395

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.

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number

[9][][][][][]

3385920

Name of company

* BENCHLEVEL DEVELOPMENTS LTD LIMITED

Date of creation of the charge

25 March 2004

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

Legal Charge

Amount secured by the mortgage or charge

All monies and liabilities which shall for the time being be due owing
or incurred to the mortgagee by the company whether actually or
contingently and whether solely or jointly with any other person and
whether as principal or surety including interest discount commission or
other lawful charges and expenses

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

Dunbar Bank plc
9-15 Sackville Street
London

Postcode W1A 2JP

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

Clintons Solicitors
55 Drury Lane
Covent Garden
London
WC2B 5RZ

MG.BSR.DB001.2605

Time critical reference

For official Use
Mortgage Section

Post room



A06
COMPANIES HOUSE

0738
01/04/04

Short particulars of all the property mortgaged or charged

(i) By way of legal mortgage firstly the freehold land situate at and being 175 Westbourne Grove London W11 2SB in the London Borough of Kensington and Chelsea registered at H.M.Land Registry under Title Number BGL2699 and secondly all that freehold situate at and being 3 Westbourne Grove Mews London W11 2RU in the London Borough of Kensington and Chelsea registered at H.M.Land Registry under Title Number LN40231 (together called "the Property")
(ii) by way of fixed charge all its rights to and interest in any insurances in respect of the Property taken out by or on behalf of the Mortgagor
(iii) by way of fixed charge the gross rents licence fees and other monies receivable now or hereafter at any time by the Mortgagor in respect of or arising out of any lease of the Property or any agreement for lease or otherwise without limitation derived by or paid to or received by the Mortgagor in respect of the Property (including without limitation all mesne profits) ("the Rental Income") but excluding insurance rents or service charges or the like and any value added tax thereon;
(iv) by way of fixed charge all its interest in and rights under any contracts or agreements or claims for or in respect of the sale purchase leasing mortgaging management carrying out of works to development or redevelopment of or other dealing with or ownership of the Property or any part thereof (including for the avoidance of doubts its rights (A) against any person giving any guarantee or security for the performance of any

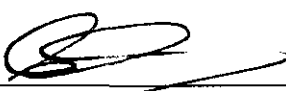
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Please complete legibly, preferably in black type, or bold block lettering

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95

Particulars as to commission allowance or discount (note 3)

Signed



Date 29 March 2004

On behalf of ~~XXXXXX~~ [mortgagee/chargee] †

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

- 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 Cheques and Postal Orders are to be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is:-

Companies House, Crown Way, Cardiff CF14 3UZ

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Particulars of a mortgage or charge (continued)

Please do not
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binding margin

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

Please complete
legibly, preferably
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bold block lettering

Company Number

3385920

Name of Company

BENCHLEVEL DEVELOPMENTS LTD

Limited*

* delete if
inappropriate

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

cont....

obligations under any such contracts or agreements (B) against any person arising under any agreement for the provision of professional or other services in connection with the carrying out of any works to the Property and (C) against any person arising under any environmental claim by the Mortgagor);

(v) by way of fixed charge the goodwill of any business carried on by the Mortgagor at the Property; and

(vi) (if the Mortgagor is a company) by way of floating charge all moveable plant machinery implements utensils furniture and equipment now or from time to time at the Property

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03385920

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 25th MARCH 2004 AND CREATED BY BENCHLEVEL DEVELOPMENTS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO DUNBAR BANK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 1st APRIL 2004.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 5th APRIL 2004.

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Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES