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COMPANIES FORM No. 395

## Particulars of a mortgage or charge

# 395

Please do not  
write in  
this margin

Pursuant to section 395 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

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3389544

Name of company

\* METROPOLITAN PROPERTIES (INVESTMENTS) LIMITED

\* insert full name  
of company

Date of creation of the charge

31ST JULY 1997

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

DEED OF FLOATING CHARGE (the "Charge")

Amount secured by the mortgage or charge

PLEASE SEE CONTINUATION SHEET 1 (attached hereto)

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

Eagle Star Life Assurance Company Limited of 60 St. Mary Axe,  
London (Co. No. 2456671) (the "Lender")

Postcode

EC3A 8FQ

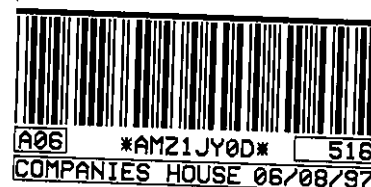
Presentor's name address and  
reference (if any):

Herbert Smith  
Exchange House  
Primrose Street  
London EC2A 2HS  
Ref: 390/C410

For official Use

Mortgage Section

Post room



Time critical reference

Short particulars of all the property mortgaged or charged

Please do not  
write in  
this margin

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

The Company with full title guarantee (subject to any charges created by the Company and disclosed in the Company fiche obtained from Companies House on 28th July 1997) charges by way of floating charge the whole of its undertaking and all its other property, assets and rights whatsoever and wheresoever situate, present and future, including but not limited to its uncalled capital for the time being, its heritable and moveable property and other property, assets and rights in Scotland or governed by Scottish law.

Particulars as to commission allowance or discount (note 3)

Signed Herbert Smith ✓

Date 4th August 1997

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.

**Metropolitan Properties (Investments) Limited (Registered No. 3389544)**

**Continuation Sheet 1: Amount due or owing on the Mortgage or Charge**

All the following indebtedness, liabilities and obligations (whether any such indebtedness, liability or obligation shall be the sole indebtedness, liability or obligation or shall be a joint indebtedness, liability or obligation with any other person, firm or company and whether with or without other security and whether any such indebtedness, liability or obligation arises or is incurred or payable in the United Kingdom or elsewhere);

- (A) all present and future indebtedness of Centremanor (E.S.) Limited (Company Number 3380963) ("Centremanor") to the Lender on any current, advance, loan or other account whatsoever;
- (B) all liabilities whatsoever of Centremanor to the Lender present or future in respect of notes or bills discounted or paid or bills or drafts accepted or endorsed or guarantees, indemnities, bonds, letters of credit, documentary credits or similar instruments issued for or at the request of Centremanor or other loans, credits or advances made to or for the accommodation or at the request of Centremanor;
- (C) all other liabilities and obligations whatsoever of Centremanor to the Lender, present or future, actual or contingent, howsoever arising and whether or not initially incurred to the Lender (including without limitation liabilities and obligations as surety or guarantor); and
- (D) all obligations in respect of legal and other costs, charges, fees and expenses (including without limitation value added tax) now or in the future owed to or incurred directly or indirectly by the Lender in relation to this security or any other security held by the Lender in connection with advances or other banking facilities or accommodation offered to Centremanor or in relation to the enforcement or attempted enforcement of any such security and in relation to any judicial, arbitration or other proceedings (by whomsoever and wheresoever commenced) in connection with any such security or its enforcement or attempted enforcement, or arising out of, or in relation to, any action undertaken by or on behalf of the Lender, or by a receiver appointed by the Lender, in respect of or in any way relating to the Charge or the property hereby secured or arising out of or in any way relating to or in respect of any such indebtedness or liabilities or obligations on a full and unqualified indemnity basis

together in each of the cases mentioned in (A), (B), (C) and (D) above with all interest, fees, commissions and bank and discount charges due or owing or payable to the Lender, such interest being computed and compounded in each such case according to the usual practice of the Lender and so that interest shall be payable at the same rate as well after as before any judgment.

Note:

1. The floating charge created by Clause 2 of the Charge shall automatically without notice convert into a fixed charge in respect of the Charged Property instantly if and when any petition for the making of an administration order in relation to the Company shall be presented.
2. In this Form 395 and continuation sheets the undertaking and all the property, assets and rights of the Company charged by or pursuant to any provision of the Charge is referred to as the "Charged Property" which expression shall where the context admits or requires include either the whole or any part thereof.

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## CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03389544

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEED OF FLOATING CHARGE DATED THE 31st JULY 1997 AND CREATED BY METROPOLITAN PROPERTIES (INVESTMENTS) LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM CENTREMANOR (E.S.) LIMITED TO EAGLE STAR LIFE ASSURANCE COMPANY LIMITED ON ANY ACCOUNT WHATSOEVER AND UNDER THE TERMS OF THIS CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 6th AUGUST 1997.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 8th AUGUST 1997.

A handwritten signature in cursive script, appearing to read 'D. Phillips'.

D. PHILLIPS  
for the Registrar of Companies



COMPANIES HOUSE

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