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COMPANIES FORM No. 395

## Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

# 395

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

Name of company

2

3406623

\* Grovebase Properties Limited (the "Company")

Date of creation of the charge

16 December, 1997

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

Legal Charge

Amount secured by the mortgage or charge

All present and future obligations and liabilities (whether actual or contingent and whether jointly or severally or in any other capacity whatsoever) of the Company to Morgan Stanley Principal Finance Limited (the "Lender") under each Finance Document, except for any obligation which, if it were so included, would result in the Debenture contravening Section 151 of the Companies Act 1985.

DEFINITIONS

See continuation sheet

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

Morgan Stanley Principal Finance Limited, 25 Cabot Square, Canary Wharf, London

Postcode

E14 4QA

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

Sidley & Austin  
Royal Exchange  
London EC3V 3LE  
DX 580 London City  
Ref: 5457/30070/NDB/GAP

Time critical reference

For official use  
Mortgage section

Post room



Short particulars of all the property mortgaged or charged

By way of first fixed charge, all moneys standing to the credit of the account no 69398445 Sort Code 60-21-21 in the name of the Company at National Westminster Bank plc's branch at Thame, Oxon and the debts represented by it.

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Particulars as to commission allowance or discount (note 3)

N/A

Signed *Sidley & Austin*

Date *19 Decembo-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.

## Particulars of a mortgage or charge (continued)

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Continuation sheet No  
to Forms Nos 395 and 410 (Scot)

Company number

3406623

Please complete  
legibly, preferably  
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bold block lettering

Name of company

Grovebase Properties Limited

Limited\*

\*Delete if  
inappropriate

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

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In this form 395:

"Debenture" means a deed dated 4 November, 1997 and made between (1) the Company and (2) the Lender; and

Please complete  
legibly, preferably  
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lettering.

"Finance Document" means a Credit Facility Agreement dated 4 November, 1997 and made between (1) the Company and (2) the Lender, the Debenture, a Fee Letter and a Repayment Fee Letter each dated 4 November, 1997 and made between (1) the Company and (2) the Lender, setting out certain fees to be paid by the Company to the Lender or any other document designated as such by the Company and the Lender.

FILE COPY



## CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03406623

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 16th DECEMBER 1997 AND CREATED BY GROVEBASE PROPERTIES LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO MORGAN STANLEY PRINCIPAL FINANCE LIMITED UNDER EACH FINANCE DOCUMENT (AS DEFINED) WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 19th DECEMBER 1997.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 24th DECEMBER 1997.

A handwritten signature in cursive script, appearing to read 'A. J. Wakeham'.

A. J. WAKEHAM

for the Registrar of Companies

24/12  
DX  
[Signature]



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