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COMPANIES FORM No. 395

015890/13

395

CHFP021

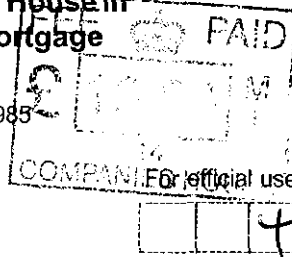
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Please complete
legibly, preferably
in black type, or
bold black lettering

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

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



Company number

3572184

Name of company

* The Roundhouse Trust (the "Chargor")

* insert full name
of Company

Date of creation of the charge

09/01/2007

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

Further Charge relating to leasehold property known as The Roundhouse Chalk Farm Road
London NW1 8EH between The Roundhouse Trust and The Arts Council of England (the
"Further Charge")

Amount secured by the mortgage or charge

See Appendix 1 attached hereto.

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

The Arts Council of England, 14 Great Peter Street, London (the "Council")

Postcode

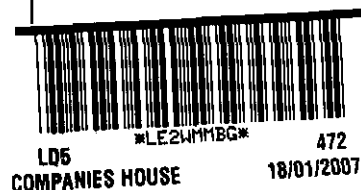
SW1P 3NQ

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

C. Richards
Latham & Watkins
99 Bishopsgate
London EC2M 3XF

For official Use (02/06)
Mortgage Section

Post room



Time critical reference

See Appendix 3 attached hereto.

Please do not
write in
this margin

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

Particulars as to commission allowance or discount (note 3)

N/A

*A fee is payable
to Companies
House in
respect of each
register entry
for a mortgage
or charge.
(See Note 5)*

Signed Lothian & Waters

Date 17/07/07

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.
- 5 A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge. 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

APPENDIX 1 TO FORM 395

COMPANY NUMBER: 3572184

THE ROUNDHOUSE TRUST

Page 1 of 3

Amount secured by the mortgage or charge:

The Chargor has covenanted that it will within 28 days of demand pay to the Council all monies and discharge all obligations to repay the Further Grant (or so much of it as has been released to the Chargor) (the "**Secured Obligations**") following receipt by the Chargor of written notice from the Council that any one of more of the events specified in clause 5 of the Further Charge has occurred during the term of 20 years (Twenty years) from the date of the Further Charge.

APPENDIX 2 TO FORM 395

COMPANY NUMBER: 3572184

THE ROUNDHOUSE TRUST

Page 2 of 3

Definitions used in this Form 395:

“Further Grant” for the purpose of assisting with the further renovation and extension of the Property, the Council has agreed to make a further grant of five hundred thousand pounds (£500,000.00) which expression shall mean so much of the grant funding advances as shall have been made by the Council to the Chargor upon:

- (a) the terms and conditions set out or referred to in two award agreements dated 25th November 2003 and 14th May 2004 and a deed of variation dated 18th September 2006 (the **“Award Agreements”**); and
- (b) repayment in certain circumstances being secured in the manner described in the Further Charge.

“Property” means The Roundhouse, Chalk Farm Road, London NW1 8EH (which is registered under title number NGL825396).

APPENDIX 3 TO FORM 395

COMPANY NUMBER: 3572184

THE ROUNDHOUSE TRUST

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Short Particulars of all the property mortgaged or charged:

I.

The Chargor with full title guarantee has charged the Property by way of legal mortgage to the Council as a continuing security for the payment of the Secured Obligations on the due date for payment thereof.

II. Appointment of Attorney

The Chargor has irrevocably and by way of security appointed the Council and any person nominated in writing under the hand of any officer of the Council including every receiver appointed under the Further Charge as attorney of the Chargor and in its name and on its behalf and as its act and deed after the occurrence of any of the events listed in clause 5 of the Further Charge to execute seal and deliver or otherwise perfect and do any deed, assurance, agreement, instrument, act or thing which it ought to execute and do under the covenants undertakings and provisions contained in the Further Charge or which may be required or deemed proper for any of the purposes of the Further Charge.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03572184

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A FURTHER CHARGE DATED THE 9th JANUARY 2007 AND CREATED BY THE ROUNDHOUSE TRUST FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE ARTS COUNCIL OF ENGLAND 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 18th JANUARY 2007.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 23rd JANUARY 2007.

A handwritten signature in ink, appearing to be 'Bor'.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —