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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



03872123

Name of company

* CROSBY-ASK LIMITED

Date of creation of the charge

20TH FEBRUARY 2004

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

Deed of Charge over cash deposit and account between Crosby-Ask Limited
(1) and Oppenheim Immobilien-Kapitalanlagegesellschaft MBH (2)

Amount secured by the mortgage or charge

'Seller' means Crosby-Ask Limited.

'Buyer' means Oppenheim Immobilien Kapitalanlagegesellschaft MBH.

'Secured Sums' means all monies, obligations and liabilities whatsoever
and whether actual or contingent, whether for principal interest or
otherwise in whatever currency which may now or at any time in the
future be due owing or incurred by the Seller to the Buyer on any
account including under or in connection with the Agreement.

'Agreement' means an agreement for sale of the Property dated 30th
April 2003 made between the Seller (1), the Buyer (2), Crosby-Ask
Limited (3) and The Crosby Group Plc and Ask Property Developments
Limited (4).

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

Oppenheim Immobilien Kapitalanlagegesellschaft MBH whose address is
Marie Curie Strasse 6 65189, Wiesbaden, Germany, whose address for
service in England and Wales is at Lacon House, Theobald's Road, London

Postcode WC1X 8RW

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

Richards Butler
Beaufort House
15 St Botolph Street
London
EC3A 7EE

POA/GMR/1001916 (2701144)

Time critical reference

For official Use
Mortgage Section

Post room



LD7
COMPANIES HOUSE

0331
27/02/04

'Property' means a property at Rossetti Place, Quay Street, Manchester.

The unconditional and irrevocable payment and discharge in full by the
Seller of the secured sums.

Please complete
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in black type, or
bold block lettering

Short particulars of all the property mortgaged or charged

'Deposit' means the monies now or hereafter credited to the Security Account together with all entitlements to interest the right to repayment and other rights and benefits accruing thereto or arising in connection therewith.

'Security Account' means account number 70748020; sort code 089000 maintained by the name of the Seller with the Account Bank and all rights of the Seller in relation thereto.

'Account Bank' means the Co-Operative Bank Plc with which the Seller maintains the security account.

By way of first fixed charge the Deposit and the debts represented by the Deposit to the intent that the Deposit shall not be released to the Seller until the Secured Sums have been unconditionally and irrevocably paid and discharged in full.

'Security Interest' means any mortgage charge pledge lien assignment hypothecation security interest title retention preferential right or trust arrangement or other security arrangement or agreement or any right

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Particulars as to commission allowance or discount (note 3)

Signed

Richards Butler

Date

23rd February 2004

On behalf of ~~[company]~~ [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

(including any 'hold back' contractual set off or flawed asset arrangement) conferring a priority of payment.

The Chargor has covenanted that it shall not assign transfer or otherwise dispose of the Deposit nor create agree to create or permit to subsist any trust interest or Security Interest thereon except for the Deed of Charge dated 20th February 2004 between the Seller and the Buyer.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03872123

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEED OF CHARGE OVER CASH DEPOSIT AND ACCOUNT DATED THE 20th FEBRUARY 2004 AND CREATED BY CROSBY: ASK LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO OPPENHEIM IMMOBILIEN KAPITALANLAGEGESELLSCHAFT MBH 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 27th FEBRUARY 2004.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 3rd MARCH 2004.

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THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —