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Please complete
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 £13 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



03922046

Name of company

* Benefit Cosmetics Limited (the "Company")

Date of creation of the charge

3 September 2008

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

Rent Deposit Deed. See Schedule 1 for further details.

Amount secured by the mortgage or charge

(a) The due performance and observance of the Tenant covenants and the
conditions in the Lease, and

(b) the discharge of other Liabilities

as set out in the Rent Deposit Deed

See Schedule 1 for further details.

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

The Landlord See Schedule 1 for further details.

Postcode

Presentor's name address and
reference (if any)

Clifford Chance LLP

10 Upper Bank Street

London

E14 5JJ

(via CH London Counter)

904576/70-20412630/052261

Time critical reference

For official Use (06/2005)

Mortgage Section

Post room

TUESDAY



LI7JD2Z7

LD4

09/09/2008

105

COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

See Schedule 2 for details of the charged property.

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

Particulars as to commission allowance or discount (note 3)

None

Signed

Clifford Chance LLP

Date

9 September 2008.

On behalf of ~~XXXXXXXXXXXXXXXXXX~~ [chargee] †

*A fee 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 A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge Cheques and Postal Orders must be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is Companies House, Crown Way, Cardiff CF14 3UZ

***Schedules to Form 395 relating to the Rent Deposit Deed
entered into by Benefit Cosmetics Limited (03922046) dated 3 September
2008***

**SCHEDULE 1
DEFINITIONS**

In this Form 395:

"Landlord" means Hammerson (Bishops Square) Limited (registered company number 06009040) whose registered office is 10 Grosvenor Street, London, W1K 4BJ

"Landlord's Managing Agent" means CB Richard Ellis of St Martin's Court, 10 Paternoster Row, London, EC4M 7HP or any other entity designated by the Landlord to be its managing agent in relation to the Property

"Lease" means the lease of the property situated at 49 Brushfield Street, Spitalfields, London, E1 made between the Landlord and the Tenant and includes any agreements collateral to the Lease.

"Liabilities" means the moneys, obligations and liabilities from time to time due to the Landlord under the Lease, and include

- 1 rent, service charges, insurance premiums or other contribution to the cost of insurance of the Property, outgoings, interest, and other payments payable to or recoverable by the Landlord under the Lease, whether or not reserved by way of rent, and whether or not formally demanded,
- 2 claims, demands, damages, losses, costs and expenses arising directly out of or incidental to
 - a a breach by the Tenant of the covenants and conditions in the Lease, or of obligations in the Rent Deposit Deed, or
 - b enforcement of the obligations of the Tenant under the Lease or the Rent Deposit Deed,
3. loss of profits and other losses arising in consequence of forfeiture or disclaimer of the Lease, and
4. VAT, if chargeable, in respect of Liabilities,

but Liabilities do not include sums or matters which would otherwise qualify for treatment as Liabilities but which are unascertained or unqualified at the termination of the Rent Deposit Deed

"Property" means the premises demised by the Lease and known as 49 Brushfield Street, Spitalfields, London, E1 6AA

***Schedules to Form 395 relating to the Rent Deposit Deed
entered into by Benefit Cosmetics Limited (03922046) dated 3 September
2008***

"**Rent Deposit Deed**" means a rent deposit deed dated 3 September 2008 relating to 49 Brushfield Street, Spitalfields, London, E1 6AA between the Company and the Landlord

"**Tenant**" means Benefit Cosmetics Limited (company registration number 03922046) whose registered office is at Marble Arch House, 66 Seymour Street, London, W1H 5AF

**SCHEDULE 2
CHARGED PROPERTY**

The Tenant, with full title guarantee, has charged the amount from time to time, including any accrued interest, standing to the credit of an interest bearing account held for the Landlord by the Landlord's Managing Agents in accordance with, and subject to, the respective rights contained in the Rent Deposit Deed. + 91.

The Rent Deposit Deed contains covenants for further assurance and a negative pledge



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. 3922046
CHARGE NO. 2**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A RENT DEPOSIT DEED DATED 3
SEPTEMBER 2008 AND CREATED BY BENEFIT COSMETICS
LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME
DUE FROM THE COMPANY TO HAMMERSON (BISHOPS
SQUARE) LIMITED 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 9 SEPTEMBER
2008

GIVEN AT COMPANIES HOUSE, CARDIFF THE 11 SEPTEMBER
2008



Companies House
— for the record —

L-C J



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES