

**Particulars of a mortgage or charge****395**

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge.

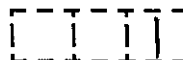
Pursuant to section 395 of the Companies Act 1985

220584/10

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

For official use

Company number



4034645

Name of company

\* Merchant House Group PLC

Date of creation of the charge

4th April 2003

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

Deed of Deposit supplemental to a Lease dated 4th April 2003 relating to 7th floor Aldermay House, 10-15 Queen Street, London EC4 ("the Lease")

Amount secured by the mortgage or charge

The whole or any part of the rents reserved by the Lease or any money (including interest) pursuant to the Lease or any costs, losses or expenses incurred by Hemingway Nominee No. 1 (Aldermay) Limited & Hemingway Nominee No. 2 (Aldermay) Limited (the "Lessor") or due to the Lessor in consequence of any failure by Merchant House Group PLC to observe and perform the covenants and obligations of and the conditions binding Merchant House PLC contained in the Lease.

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

Hemingway Nominee No. 1 (Aldermay) Limited & Hemingway Nominee No. 2 (Aldermay) Limited both of 21 Devonshire Street, London

Postcode W1G 6EP

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

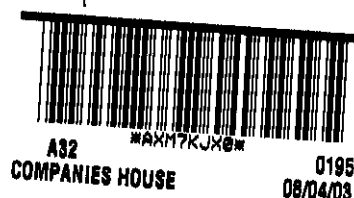
Herbert Smith  
Exchange House  
Primrose Street  
London  
EC2A 2HS

2156/3815/30835242

Time critical reference

For official Use  
Mortgage Section

Post room



All capital sums and interest thereon from time to time standing to the credit of an interest bearing account opened in the name of the Lessor with a bank or other institution of the Lessor's choosing in accordance with the provisions of a Rent Deposit Deed dated 4th April 2003 and made between the Lessor (1) and Merchant House Group PLC (2) wherein is held the Deposit Balance (as that term is defined in the said Deposit Deed).

Please do not write in this margin

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

9.5

Particulars as to commission allowance or discount (note 3)

None

Signed

Robert Smith

Date 7th April 2003

On behalf of ~~xxxxxx~~ [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

FILE COPY



## CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 04034645

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEED OF DEPOSIT DATED THE 4th APRIL 2003 AND CREATED BY MERCHANT HOUSE GROUP PLC FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO HEMINGWAY NOMINEE NO. 1 (ALDERMARY) LIMITED & HEMINGWAY NOMINEE NO. 2 (ALDERMARY) 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 8th APRIL 2003.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 11th APRIL 2003.

A handwritten signature in dark ink, appearing to be 'R. J. Jones'.



*Companies House*  
— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES