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COMPANIES FORM No. 395

471694 / 13

Particulars of a mortgage or charge

395

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

CHFP025

Please do not write in this margin

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

*insert full name of Company

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number

0219

04070218

4090218

Name of company

* BMB Group Limited (the "Tenant") ✓

Date of creation of the charge

11 February 2008 ✓

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

26 A rent deposit deed dated 11 February 2008 made between the Tenant and HSBC Bank plc (as trustee of The Hermes Property Unit Trust) (the "Landlord") ("the Rent Deposit Deed")

Amount secured by the mortgage or charge

- 07
- (a) all rent first reserved and other monies properly due and payable by the Tenant to the Landlord from time to time under a lease of part of 2 Cavendish Square, London W1 comprising the lower ground floor thereof (the "Property") dated 11 February 2008 and made between the Landlord (1) and the Tenant (2) (the "Lease") during the Liability Period whether or not reserved as rent,
 - (b) the proper and reasonable cost to the Landlord from time to time of remedying any material breach by the Tenant of the obligations in the Lease to be observed and performed by the Tenant during the Liability Period,
 - (c) all proper and reasonable losses and expenses from time to time incurred by the Landlord as a result of any forfeiture or disclaimer of the Lease during the Liability Period,

together in each case with VAT (where applicable)

(together "the Liabilities")

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

HSBC Bank plc (as trustee of The Hermes Property Unit Trust) of 8 Canada Square, London

Postcode E14 5HQ

Presentor's name address and reference (if any)

SJ Berwin LLP
10 Queen Street Place
London
EC4R 1BE

ref 1848/H15519 144

Time critical reference

For official Use (06/2005)

Mortgage Section

Post room

SATURDAY



A32 *A3A6XX9W* 413
16/02/2008
COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

The Tenant charges to the Landlord with full title guarantee its interest in the Deposit Balance with payment of the Liabilities

Note The Tenant agreed in the Rent Deposit Deed that the Deposit Balance will not be capable of being assigned, dealt with, mortgaged or charged by the Tenant

In this Form 395 the following terms shall have the following meanings

"Accounts" means the Tenant's certified accounts for any three consecutive years during the Term

"Deposit Balance" means the amount from time to time standing to the credit of an interest bearing deposit account in the name of the Landlord to be opened at HSBC Bank plc or such other bank as the Landlord shall from time to time select and notify to the Tenant immediately in writing designated with the name of the Tenant and the address of the Property

"Liability Period" means the period from and including the date of the Rent Deposit Deed until the earliest of

- (a) the end of the Term,
- (b) the date on which the Tenant assigns the Lease other than by an assignment in breach of covenant or by operation of law,
- (c) the date the Tenant delivers to the Landlord Accounts showing pre-tax profits exceeding three times the rent first reserved under the Lease from time to time

"Term" means the contractual term granted by the Lease

Please do not write in this margin

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

Particulars as to commission allowance or discount (note 3)

Signed

SJ Gerwin

Date 15/02/08

On behalf of ~~XXXXXX~~ (mortgagee) ~~XXXXXX~~ †

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

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No 04090218

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT RENT DEPOSIT DEED DATED THE 11th FEBRUARY 2008 AND CREATED BY BMB GROUP LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO HSBC BANK PLC (AS TRUSTEE OF THE HERMES PROPERTY UNIT TRUST) 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 16th FEBRUARY 2008

GIVEN AT COMPANIES HOUSE, CARDIFF THE 20th FEBRUARY 2008



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

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