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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
COMPANIES HOUSE Company number

4193540

Name of company

* High Holborn House No.1 Limited

Date of creation of the charge

15th October 2001

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

Debenture

Amount secured by mortgage or charge

All monies obligations and liabilities whatsoever 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 company to the mortgagee whether present or future actual or contingent and whether alone severally or jointly as principal guarantor surety or otherwise and in whatever name or style and whether on any current or other account or in any other manner whatsoever

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

First Active plc

First Active House, Central Park, Leopardstown

Postcode

Dublin 18

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

Penningtons

~~Bucklersbury House~~

~~83 Cannon Street~~

~~London EC4N 8PE~~

Ref: JSM/RMH/538797

Time critical reference

For official Use
Mortgage Section

Post room



A41
COMPANIES HOUSE

0824
18/10/01

Short particulars of all the property mortgaged or charged

See attached

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block lettering

Particulars as to commission allowance or discount (note 3)

None

A fee of £10 is payable
to Companies House in
respect of each register
entry for a mortgage or
charge.
(See Note 5)

Signed

Perringtons

Date 17/10/01

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 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, DX: 33050 Cardiff

Names, addresses and descriptions of the mortgagees or persons entitled to the charge
(continued)

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- Please complete in the margin legibly, preferably in black type or bold block lettering
1. Legal Mortgage of all right title estate and other interests of the Company in the freehold of High Holborn House, 52-54 High Holborn and 48 Bedford Row, London WC1 (hereinafter called "the Properties").
 2. Fixed charge over:
 - (i) all rights title estate and other interest of the Company in each of the properties not effectively mortgaged under clause 1 above;
 - (ii) all the right title and interest of the Company to and in all plant and machinery now or at any time hereafter vested in or held by or on behalf of the Company and not charged in clause 1 above and all related spare parts fuels equipment and tools;
 - (iii) all rights in intellectual property or similar rights now or hereafter belonging to the Company;
 - (iv) all present and future goodwill and uncalled capital for the time being of the Company;
 - (v) all the present and future right title and interest of the Company in all stocks shares bonds and securities of any kind whatsoever whether marketable or otherwise and all other interest (including but not limited to loan capital) both present and future held by the Company in any person (including any subsidiary of the Company) and includes all allotments rights benefits and advantages whatsoever at any time accruing offered or arising in respect of or incidental to the same and all money or property offered at any time by way of dividend conversion redemption bonus preference option or otherwise in respect thereof;
 - (vi) all bills of exchange promissory notes and negotiable instruments of any description now or at any time hereafter beneficially owned by the Company;
 - (vii) all the right title and interest of the Company to and in all present and future book and other debts and other monies due owing payable or incurred to the Company including without limitation any amounts from time to time standing to the credit of any bank or other accounts of the Company and with the benefit of any guarantees indemnities or other assurances against financial loss affecting any of the same and the benefit of any present or future insurance policies and all proceeds thereof and all things in action which may give rise to any debt revenue or claim and any other rights relating thereof including without limitation reservations or proprietary rights of trading and unpaid vendor's liens and associated rights and the benefit of all rights securities and guarantees of any nature whatsoever nor or at any time enjoyed or held by the company.
 3. An assignment absolutely to the mortgagee of:-
 - (i) the benefit to the Company of all rights and claims to which the Company is now or may in the future become entitled to relation to the Properties including (but without limitation) all rights and claims of the Company against all persons who now are or who at any time have been or may become lessees sub-lessees licensees or occupiers

Continued/

of the whole or any part or parts of the Properties and all guarantors and sureties for the obligations of any such person;

- (ii) the benefit to the Company of all guarantees building contracts professional appointments warranties and representations given or made by, and any rights or remedies to which the Company is now or may in the future be entitled against all or any professional advisors and contractors in relation to any of the Properties and the manufacturers suppliers or installers of all plant machinery fixtures fittings or other items now or from time to time in the buildings erected or to be erected on any of the Properties and any other person now or from time to time under contract with or under a duty to the Company including (without limitation) the right to prosecute in the name of the Company any proceedings against any such person in respect of any act omission neglect default breach of contract or breach of duty whether relating to the design construction inspection or supervision of the construction of any of the said buildings or to the quality or fitness for use of such plant machinery fixtures fittings and other items or otherwise and the benefit of all sums recovered in any proceedings against all or any of such persons.
4. A floating charge over all the undertaking and all the assets rights and income of the Company both present and future not otherwise effectively mortgaged charged or assigned under clauses 1, 2 & 3 above.
5. A fixed charge over all rental income present or future and whether payable now or in the future and the proceeds of any sale lease or other disposition of any premises other than a Property now or previously owned leased occupied or controlled by the Company or any of its subsidiaries (hereinafter called "the Premises") or the Properties and all rights and claims of the Company against all lessees sub-lessees licensees or occupiers of the Premises and the Property and all guarantors and sureties for the obligations of any such person or other third parties to the Premises and the Properties now or in the future existing and capable of being satisfied by the payment of money.

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CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 04193540

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 15th OCTOBER 2001 AND CREATED BY HIGH HOLBORN HOUSE NO. 1 LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO FIRST ACTIVE PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 18th OCTOBER 2001.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 23rd OCTOBER 2001.

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THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —