



CHFP004

## 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.

395

164676/156

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

4236213

Name of company

\* Tokenhouse Yard Limited (the "Company")

Date of creation of the charge

24 November 2005

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

Direct and Third Party Legal Charge between the Company and Tokenhouse Yard (Trustee No. Two) Limited (the "Trustee") (1), Ridgeford Properties (Tokenhouse Yard) Limited (2), Manhattan Loft (Tokenhouse Yard) Limited (3) and the Bank (4) (the "Legal Charge")

Amount secured by the mortgage or charge

All the Debtor's liabilities to the Bank of any kind and in any currency (whether present or future actual or contingent and whether incurred alone or jointly with another) together with the Bank's charges and commission, Interest and Expenses

(the "Debtor's Obligations").

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

The Royal Bank of Scotland plc

8th and 9th Floors, 380 Bishopsgate

London (the "Bank")

Postcode

EC2M 4RB

Presentor's name and address and  
Taylor Wessing  
Carmelite  
50 Victoria Embankment  
London  
EC4Y 0DX

DLR/AHR  
RBS-7-28/3rd Charge TYL

Time critical reference

For official Use  
Mortgage Section

Post room



A35  
COMPANIES HOUSE

\*AUK1AUF\*

629  
02/12/2005

Short particulars of all the property mortgaged or charged

In consideration of the Bank giving time or credit or banking facilities to the Debtor and for the purpose of securing the discharge on demand of the Debtor's Obligations when due and payable the Company with the consent of the Debtor and with full title guarantee charged to the Bank:-

Please do not  
write in  
this margin

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

- 1 By way of legal mortgage of all legal interests and otherwise by way of fixed charge the Property
- 2 By way of fixed charge the proceeds of any insurance from time to time affecting the Property
- 3 By way of assignment its right, title and interest in all rents receivable from any lease granted out of the Property and any right, title and interest of the Debtor to the proceeds of any rent deposits from time to time

**Note:-** The Legal Charge contains covenants by the Company with the Bank not without the Bank's prior written consent to:

- (a) create or permit to arise any mortgage charge or lien on the Property the Charged Assets or the Goodwill
- (b) grant or accept a surrender of any lease or licence of the Property the Charged Assets or the Goodwill
- (c) dispose of or put with or share possession or occupation of the Property, Charged Assets or the Goodwill

(together the "**Charged Assets**").

**Definitions:**

**Debtor** means Ridgeford Properties (Tokenhouse Yard) Limited (Company number 4309223) and Manhattan Loft (Tokenhouse yard) Limited (Company number 4309218)

**Expenses** means all expenses (on a full indemnity basis) properly and reasonably incurred by the Bank or any Receiver at any time in connection with the Property, the Charged Assets, the Goodwill or the Debtor's Obligations or in taking or perfecting the Legal Charge or in preserving defending or enforcing the security created by the Legal Charge or in exercising any power under the Legal Charge or otherwise with Interest from the date they are incurred

**Goodwill** means the present and future goodwill of any business carried on at the Property by on or behalf of the Debtor

**Interest** means Interest at the rate(s) charged to the Debtor by the Bank from time to time

**Property** means 6, 7 and 8 Tokenhouse Yard, London EC2 with title numbers 300897, 293131 and 300898

Particulars as to commission allowance or discount (note 3)

Nil

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

**For The Royal Bank of Scotland plc**

Signed Taylor Wessing Date 01-12-05

On behalf of mortgagee/chargee

**Notes**

†delete as  
appropriate

- 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 CF4 3UZ, DX: 33050 Cardiff

FILE COPY



## CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 04236213

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DIRECT AND THIRD PARTY LEGAL CHARGE DATED THE 24th NOVEMBER 2005 AND CREATED BY TOKENHOUSE YARD LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE DEBTOR TO THE ROYAL BANK OF SCOTLAND plc ON ANY ACCOUNT WHATSOEVER 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 2nd DECEMBER 2005.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 7th DECEMBER 2005.



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*

— for the record —

pjt -