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CHFP025

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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

Child +6. 20x2
538279

395

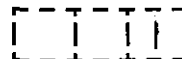
A fee of £10 is payable to Companies House in respect
of each register entry for a mortgage or charge



Pursuant to section 395 of the Companies Act 1985

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

For official use — Company number



4236213

Name of company

* TOKENHOUSE YARD LIMITED ("the First Company")

Date of creation of the charge

8 January 2002

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

A legal mortgage ("the Mortgage") between (1) The First Company (2)*
Tokenhouse Yard (Trustee No. Two) Limited ("the Second Company") and (3)
National Australia Bank Limited ("the Secured Party")

* CHANGE OF
NAME IMMINENT

Amount secured by the mortgage or charge

All moneys, obligations and liabilities (actual or contingent) of
whatever nature (including any internal costs and expenses) which are
now, or may at any time hereafter be or become, due, owing or incurred
to the Secured Party by the Mortgagor together with (i) interest on the
foregoing, (ii) costs and expenses incurred by the Secured Party or any
Receiver in relation to the Charged Assets and (iii) legal and other
costs of the Secured Party (and any Receiver) on a full indemnity basis
and Value Added Tax thereon pursuant to the terms of (i) a Deed of
Overage dated 8 January 2002 and made between the Secured Party (1) and
the Mortgagor (2) and (ii) this charge.

"Receiver" means any person or persons appointed as a receiver of the
whole, or any part, of the Charged Assets.

(Continued on Continuation Sheet No.1)

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

National Australia Bank Limited (incorporated in Australia)
of 88 Wood Street London EC2

Postcode

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

Please return
via
CH London Counter

Denton Wilde Sapte
Clifford's Inn
5 Chancery Lane
London
EC4A 1BU

OT/AGB/26829.00002/5617108

Time critical reference

For official Use
Mortgage Section

Post room



LD4
COMPANIES HOUSE

0401
24/01/02

Short particulars of all the property mortgaged or charged

The Property, together with all buildings, fixtures and erections thereon and all moneys to be received under any policy of insurance effected in respect of the Property and all other assets charged pursuant to the provisions of the Mortgage. *Text*

The Mortgagor shall not sell, lease, licence or otherwise dispose of the Property except in accordance with the terms of the Deed of Overage. *qs*

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Particulars as to commission allowance or discount (note 3)

Nil

Signed *Denton Wilde & Partners*

Date *23-01-02*

On behalf of ~~[company]~~ [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 CF4 3UZ

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Particulars of a mortgage or charge (continued)

Continuation sheet No 1
to Form No 395 and 410 (Scot)

CHFP025

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Company Number

4236213

Name of Company

TOKENHOUSE YARD LIMITED ("the First Company")

Limited*

* delete if
inappropriate

Description of the instrument creating or evidencing the mortgage or charge (continued) (note 2)

"Charged Assets" means the Property and all other assets charged pursuant to the provisions of this security.

"Mortgagor" means the First Company and the Second Company and shall be construed as referring to all and/or one or more of the persons comprised within such expression, whose obligations shall be joint and several, and none of the persons included in such expression shall, as against the Secured Party, be entitled to any of the legal or equitable rights or remedies of a surety as regards the indebtedness or liabilities of any of the other persons included in such expression.

"Property" means the freehold property known as 6, 7 and 8 Tokenhouse Yard, London EC2 as the same is registered at H M Land Registry under title numbers 300897, 293131 and 300898.

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

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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 LEGAL MORTGAGE ("THE MORTGAGE") BETWEEN (1) THE FIRST COMPANY (2) PRECIS (2133) LIMITED ("THE SECOND COMPANY") AND (3) NATIONAL AUSTRALIA BANK LIMITED ("THE SECURED PARTY") DATED THE 8th JANUARY 2002 AND CREATED BY TOKENHOUSE YARD LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY AND PRECIS (2133) LIMITED ("THE SECOND COMPANY") TO NATIONAL AUSTRALIA BANK 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 24th JANUARY 2002.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 29th JANUARY 2002.

Handwritten signature or initials.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —