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COMPANIES FORM No. 395

116387/100

## 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

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

For official use

Company number

Name of company

\* London & Regional (Empire) Limited (the "Chargor")

Date of creation of the charge

15 July 2004

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

Charge over Cash Deposit (the "Deed")

Amount secured by the mortgage or charge

All indebtedness, liabilities and obligations which are now or may at any time hereafter be due, owing or incurred in any manner whatsoever to any Secured Finance Party by any Obligor whether actually or contingently, whether solely or jointly with any other person, whether as principal or surety and whether or not that Secured Finance Party shall have been an original party to the relevant transaction including all liabilities from time to time assumed or incurred by any Obligor in connection with any Secured Finance Document provided that no obligation or liability shall be included in the definition of "Secured Obligations" to the extent that, if it were so included, the Deed (or any part of it) would constitute unlawful financial assistance within the meaning of sections 151 and 152 of the Companies Act 1985 (the "Secured Obligations" as defined in the Security Trust Deed)

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

The Governor and Company of the Bank of Scotland (as security agent for the Secured Finance Parties on the terms set out in the Security Trust Deed)(the "Security Agent") of 4th Floor, 11 Earl Grey Street, Edinburgh

Postcode EH3 9BN

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

DLA LLP  
3 Noble Street  
London  
EC2V 7EE

LJH/76406/120077

Time critical reference

For official Use  
Mortgage Section

Post room



A08  
COMPANIES HOUSE

\*AMK03X80\*

0725  
30/07/04

CHFP025

Please do not write in this margin

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

\*insert full name of Company

The Chargor, L R (Stratford) Limited and Rubtrade Limited (together the "Companies") assign the Deposit with all the Companies' present and future rights, titles and benefit in it, to the Security Agent.

The assignment is made with full title guarantee and by way of security for the payment and discharge of the Secured Obligations.

## COVENANTS OF THE COMPANIES

The Companies covenant that while the security subsists they will not, except as expressly permitted by the Deed, withdraw the Deposit and shall not, without the Security Agent's prior written consent, assign, discount, pledge, charge or otherwise dispose of or deal with or permit any third party rights to arise over all or any part of the Deposit or attempt or agree to do so.

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this margin

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

Particulars as to commission allowance or discount (note 3)

Nil

Signed

Date 27 July 2004

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 CF14 3UZ

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## Particulars of a mortgage or charge (continued)

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

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

Company Number

4524346

Name of Company

London & Regional (Empire) Limited (the "Chargor")

~~XXXXXX~~

\* delete if  
inappropriate

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

In this form:-

"Charged Account" means the Companies account (in whatever currency) with the Security Agent at Bank of Scotland, London Chief Office (Sort Code 12-01-03) known as the Security Deposit Account which account is blocked or designated as charged to the Security Agent and is now numbered 6028060 as the same may be replaced, redesignated, renumbered or rearranged from time to time;

"Deposit" means all sums (in whatever currency) together with all interest and other amounts accruing on them for the time being and from time to time standing to the credit of the Charged Account;

"Investment Facility Agreement" means the facility agreement between (1) London & Regional (Empire) Limited, L R (Stratford) Limited and Rubtrade Limited, (2) London & Regional Investment Holdings Limited, (3) The Governor and Company of the Bank of Scotland (as Arranger), (4) the Original Senior Lender and the Original Junior Lender (5) The Governor and Company of the Bank of Scotland (as Agent) (6) The Governor and Company of the Bank of Scotland (as Security Agent) and (7) The Governor and Company of the Bank of Scotland (as Treasury Guarantor);

"Obligor" means:

- (a) the Companies; and
- (b) London & Regional Investment Holdings Limited (the "Guarantor");

"Secured Finance Documents" means the Finance Documents, each a "Secured Finance Document" as more particularly defined in the Investment Facility Agreement;

"Secured Finance Parties" means the Finance Parties, each a "Secured Finance Party" as more particularly defined in the Investment Facility Agreement;

"Security Trust Deed" means the security trust deed dated on or about the date of the Deed and entered into between (1) The Governor and Company of the Bank of Scotland (as Agent) (2) The Governor and Company of the Bank of Scotland (as Original Senior Lender) (3) The Governor and Company of the Bank of Scotland (as Original Junior Lender) (4) The Governor and Company of the Bank of Scotland (as Security Agent) (5) the Obligors.

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

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

Short particulars of all the property mortgaged or charged (continued)

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binding margin

Please complete  
legibly, preferably  
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bold block lettering

FILE COPY



## CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 04524346

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A CHARGE OVER CASH DEPOSIT DATED THE 15th JULY 2004 AND CREATED BY LONDON & REGIONAL (EMPIRE) LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM ANY OBLIGOR TO ANY SECURED FINANCE PARTY 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 30th JULY 2004.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 3rd AUGUST 2004.

*P. Angela.*



*Companies House*

— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES