

Particulars of a mortgage or charge

395

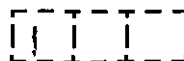
A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge.



Pursuant to section 395 of the Companies Act 1985

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

For official use Company number



✓ 04690608

Name of company

* Chancerygate (Slough) Limited (the "Chargor")

Date of creation of the charge

✓ 21 August 2003

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

T A deed of assignment between (1) the Chargor and (2) Helical (CMV) Limited ("Helical CMV") dated 21 August 2003 (the "Assignment").

Amount secured by the mortgage or charge

7 The actual, contingent, present and/or future obligations and liabilities of the Chargor to Helical CMV under or pursuant to the CMV JV and the actual, contingent, present and/or future obligations and liabilities of the Chargor arising under or pursuant to the Assignment whether in any case alone, severally or jointly as principal, guarantor, surety or otherwise ("Secured Obligations").

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

✓ Helical (CMV) Limited, 11-15 Farm Street, London

Postcode W1X 8NP

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

Olswang
90 High Holborn
London
WC1V 6XX

GDL/AJC/BH/H3571.418 1536787.1

Time critical reference

For official Use
Mortgage Section

Post room



LD3
COMPANIES HOUSE

0065
10/09/03

Short particulars of all the property mortgaged or charged

(A)

(i) The Chargor assigned and agreed to assign with full title guarantee absolutely to Helical CMV as a continuing security for the discharge on demand of the Secured Obligations, all of the Chargor's right, title, benefit and interest in, and the full benefit of the Slough JV and all amounts and sums payable thereunder or accruing to the Chargor under the Slough JV (up to the amount of the Outstanding Helical Loan (as such expression is defined in the CMV JV)).

(B)

The Chargor covenanted that without the prior written consent of Helical CMV it would not in respect of the Assigned Assets during the subsistence of the Assignment:

(i) create or permit to subsist any Encumbrance whether in any such case ranking in priority to or pari passu with or after the assignment hereby created or any other security created by the Assignment save to the extent permitted or required under the CMV JV; or

(continued on page 4 of continuation sheet 1)

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)

Nil

Signed

Obwang

Date

10 / 9 / 03

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

CHFP025

Particulars of a mortgage or charge (continued)

Please do not
write in this
binding margin

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

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

Company Number

04690608

Name of Company

Chancerygate (Slough) Limited (the "Chargor")

~~XXXXXX~~

* delete if
inappropriate

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

Amount due or owing on the mortgage or charge (continued)

Please do not
write in this
binding margin

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

Please do not
write in this
binding margin

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

(ii) sell, discount, factor, transfer, lease, lend or otherwise dispose of, whether by means of one or a number of transactions related or not and whether at one time or over a period of time, the whole or, save in the ordinary course of business, any part of its undertaking or assets or as permitted under CMV JV.

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

DEFINITIONS

"Assigned Assets" means the assets, rights and interests of the Chargor assigned to Helical CMV by or pursuant to paragraph A(i) above;

"CGL" means Chancerygate Group Limited;

"CMV JV" means the joint venture agreement dated on or around 21 August 2003 made between (1) Helical (CMV) (2) CGL (3) the Chargor (4) Chancerygate (Mill Street) Limited (5) Chancerygate (Albion) Limited and (6) Helical Bar plc.

"Encumbrance" means any mortgage, charge, assignment for the purpose of security, pledge, lien or right of set-off in connection with the Slough JV;

"Outstanding Helical Loan" means the amount owed by CGL from time to time to Helical CMV;

"Slough JV" means the joint venture agreement dated 8 March 2002 and made between (1) the Chargor and (2) Helical Bar plc (as amended from time to time).

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 04690608

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEED OF ASSIGNMENT DATED THE 21st AUGUST 2003 AND CREATED BY CHANCERYGATE (SLOUGH) LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO HELICAL (CMV) 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 10th SEPTEMBER 2003.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 15th SEPTEMBER 2003 .



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

D. Pan.