406394/39

# M

CHFP025

Please do not write in this margin

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

*insert full name of Company

## COMPANIES FORM No. 395

## Particulars of a mortgage or charge

395

**A fee of £13 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: 16

Company number: 05481678

Name of company

* ONE VINCENT SQUARE LIMITED (the "Company")

Date of creation of the charge

17 April 2008

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

2.

Legal Charge (the "Charge")

Amount secured by the mortgage or charge

4

All or any money and liability which shall from time to time (and whether on or at any time after demand) be due, owing or incurred in whatsoever manner to the Bank by the Company, whether actually or contingently, solely or jointly and whether as principal or surety (or guarantor or cautioner) including any money or liabilities of the Company to a third party which have been assigned or novated to or otherwise vested in the Bank and including discount, commission and other lawful charges or expenses which the Bank may in the course of its business charge or incur in respect of any of those matters or for keeping the Company's account, together with interest upon them and expenses relating to them

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

See fax attached.

Bank of Scotland Corporate, Security for Advances, Citymark, 150 Fountainbridge, Edinbugh (the "Bank")

Postcode EH3 9PE

Presentor's name address and reference (if any)

Field Fisher Waterhouse LLP
35 Vine Street
London
EC3N 2AA

Ref RFG/42843 00001

Time critical reference

For official Use (06/2005)
Mortgage Section

*PGG9W00Q*
PMO 22/04/08 309
COMPANIES HOUSE

*ATVYNZ0I*
A51 19/04/2008 423
COMPANIES HOUSE



7322615

Short particulars of all the property mortgaged or charged

Please see attached continuation sheet

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)

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

Signed Full Fish Whitaker LLP Date 18/4/08

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 A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge Cheques and Postal Orders must be made payable to **Companies House**

6 The address of the Registrar of Companies is Companies House, Crown Way, Cardiff CF14 3UZ

**Short particulars of property mortgaged or charged**

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The Company charges with full title guarantee

1 By way of legal mortgage the property known as 1 Vincent Square, London SW1P 2PT registered at H M Land Registry under title number LN194615 (the "Property") together with all present and future buildings and fixtures (including trade and tenant's fixtures) which are at any time on or attached to the Property

2 By way of fixed charge any goodwill relating to the Property or the business or undertaking conducted at the Property

3 By way of fixed charge all plant, machinery and other items attached to and forming part of the Property on or at any time after the date of the Charge

5 By way of assignment all rents and other sums at any time payable by the tenants or licensees of the Property to the Company together with the benefit of all the rights and remedies of the Company relating to them to hold to the Bank absolutely subject to redemption upon repayment of the amount secured by the Charge

6 By way of fixed charge the proceeds of any claim made under any insurance policy relating to the Property

7 By way of floating charge all unattached plant, machinery, chattels and goods at the date of the Charge or at any time thereafter on or in or used in connection with the Property or the business or undertaking conducted at the Property

The Charge contains a covenant by the Company that it must not, without the prior written consent of the Bank

(a) create or attempt to create or allow to be created or to exist any charge (whether fixed or floating) or a lien of any kind over the Property (except in favour of the Bank),

(b) sell transfer lease or otherwise dispose of all or any part of the Property or agree to do so whether at law or in equity

Field Fisher Waterhouse

Attn Jennifer Murphy
Companies House

By Fax 029 20380827

Our ref EK1/SS1/42843-00001/7348809 v1
Your ref

Evelina Kuchuk
Solicitor
020 7861 4866 (Direct Dial)

22 April 2008

Dear Jennifer

**One Vincent Square Limited (Company Number 05481678)**

Further to our telephone conversation today I confirm that we have submitted on Friday 18th April 3 Forms 395 relating to a Debenture Legal Charge and Charge over Cash Deposit for the above company

As mentioned the name and address of the mortgagee on the Forms 395 was not entered in full It should read as follows

**Bank of Scotland Plc, Bank of Scotland Corporate, Security for Advances, Citymark, 150 Fountainbridge, Edinburgh EH3 9PF (the "Bank")**

I should be grateful if you could make the necessary amendment on the three Forms 395 and proceed with our application

Please do not hesitate to contact me if I can be of further assistance

Yours sincerely

Evelina Kuchuk
for Field Fisher Waterhouse LLP

FILE COPY

# CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY NO. 5481678
CHARGE NO. 6

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED 17 APRIL 2008 AND CREATED BY ONE VINCENT SQUARE LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO BANK OF SCOTLAND PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 22 APRIL 2008

GIVEN AT COMPANIES HOUSE, CARDIFF THE 25 APRIL 2008

Companies House
— for the record —

REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
THE OFFICIAL SEAL OF THE REGISTRAR OF COMPANIES