M

CHFP025

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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

£10 pd SR21575 CD

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

4474263

Name of company

* AAA Insurance & Reinsurance Brokers Limited

Date of creation of the charge

4 December 2002

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

Rent Deposit Deed

Amount secured by the mortgage or charge

(a) The rents reserved by and the other sums (whether of interest, damages, costs, expenses, VAT, or otherwise) payable under a lease dated 7 March 1997 and made between Conrad Ritblat & Co Limited ("the Landlord") (1) Templeton Global Investors Limited ("the Former Tenant") (2) and Templeton International Inc ("the Surety") (3) and subsequently assigned to AAA Insurance & Reinsurance Brokers Limited ("the Tenant") of the premises known as 5th Floor, St Michael's House, 1 George Yard, London EC3 ("the Lease") which have not been paid within 21 days after the due date for payment and all sums payable under the terms of any Guarantee;

(See continuation)

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

Dunedin (SMH) UK Limited
27 Dover Street
London

Postcode W1S 4DY

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

Macfarlanes
10 Norwich Street
London
EC4A 1BD

PMCJ/572904/2009947

Time critical reference

For official Use
Mortgage Section

Post room

LM16JGGA
LD3 0462
COMPANIES HOUSE 04/12/02

Short particulars of all the property mortgaged or charged

1 £175,662.50

2 An Interest Bearing Account in the name of the Tenant and specifically designated "5th Floor, St Michael's House Deposit Account" at such bank or other institution as the Landlord shall from time to time decide in its absolute discretion and notify the Tenant in writing ("the Deposit Account").

3 The amount from time to time standing to the credit of the Deposit Account.

4 All interest credited to the Deposit Account from time to time.

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

Particulars as to commission allowance or discount (note 3)

Nil

Signed Macfarlanes Date 4 December 2002

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

COMPANIES FORM No. 395 (Cont.) AND FORM No. 410 (Scot)(Cont.)

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Particulars of a mortgage or charge (continued)

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

CHFP025

Company Number

4474263

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

Name of Company

AAA Insurance & Reinsurance Brokers Limited

Limited*

* delete if inappropriate

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

(Continued from page 1)

(b) In the event of forfeiture or disclaimer of the Lease the rents and other sums which would have been payable under the Lease (had it not been forfeited or disclaimed) for the period from the date of forfeiture or disclaimer until the earlier of:-

(1) the date six months from the date of disclaimer or forfeiture; and

(2) the date from which a full market rent is payable under a new lease of the premises granted on terms substantially similar to those contained in the Lease;

(c) In the event of any breach, failure, non-observance, omission or non-performance of or in relation to the Tenants covenants or other obligations under the Lease, such sums as would meet (or, if the amount from time to time standing to the credit of the Deposit Account is insufficient, would go towards meeting) the loss suffered by the Landlord in respect of such breach;

(d) All legal costs and other fees and expenses properly incurred by the Landlord in enforcing the terms of the Lease or the Rent Deposit Deed;

together in each case with an amount equal to such value added tax or any tax of a similar nature which may be substituted for it or levied in addition to it as is or would have been properly chargeable thereon.

Amount due or owing on the mortgage or 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. 04474263

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A RENT DEPOSIT DEED DATED THE 4th DECEMBER 2002 AND CREATED BY AAA INSURANCE & REINSURANCE BROKERS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO DUNEDIN (SMH) UK 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 4th DECEMBER 2002.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 9th DECEMBER 2002.

THE OFFICIAL SEAL OF THE REGISTRAR OF COMPANIES

Companies House
for the record

HC026B