

Particulars of a mortgage or charge

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



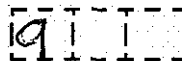
395

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number



4516845

Name of company

* RSO LIMITED (together with any successors or personal representatives, the "Chargor")

Date of creation of the charge

12 February 2004

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

A legal charge dated 12 February 2004 (the "Charge") made between the Chargor and The Governor and Company of the Bank of Scotland.

Amount secured by the mortgage or charge

All sums of money owed and all liabilities or obligations to be carried out by the Chargor to the Bank at any time and from time to time whether:

- (a) they arise before or after the Bank has demanded that they are repaid or carried out; or
- (b) they are owed or to be carried out immediately or only after a stated event has occurred; or
- (c) the Chargor owes or is to carry them out on its own or jointly with any other person or as guarantor for any other person

together with interest, costs and expenses due from the Chargor to the Bank.

(the "Secured Liabilities").

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

The Governor and Company of the Bank of Scotland (together with its successors and assignees, the "Bank") of 2nd Floor, Citymark, 150 Fountainbridge, Edinburgh

Postcode EH3 9PE

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

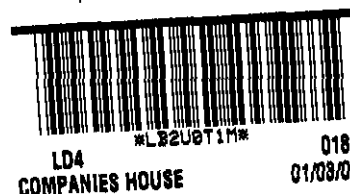
Stephenson Harwood
One St. Paul's Churchyard
London
EC4M 8SH

1036 / 3094073.1

Time critical reference

For official Use
Mortgage Section

Post room



Short particulars of all the property mortgaged or charged

The Chargor with full title guarantee charges as security for the Secured Liabilities:

1. by way of legal mortgage the Property;
2. by way of fixed charge all buildings and other structures on, and items fixed to, the Property;
3. by way of fixed charge any goodwill relating to the Property or the business or undertaking conducted at the Property;
4. by way of fixed charge all plant, machinery and other items affixed 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 any tenants or licensees of the Property to the Chargor together with the benefit of all the rights and remedies of the Chargor relating to them to hold to the Bank absolutely subject to redemption upon repayment of the Secured Liabilities;
6. by way of fixed charge the proceeds of any claim made under any insurance policy relating to the Property; and

(see continuation sheet)

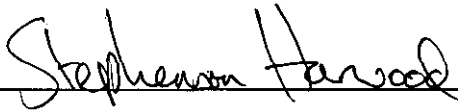
Please do not write in this margin

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

Particulars as to commission allowance or discount (note 3)

NONE

Signed



Date 1 March 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

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

4516845

Name of Company

RSO LIMITED (together with any successors or personal representatives, the "Chargor")

Limited*

* delete if
inappropriate

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

1

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

--

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

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

DEFINITIONS:

"Conditions" means the Bank's Business Banking Charge Conditions (2002 Edition) (filed at H.M. Land Registry under reference MD308V/01);

"Property" means the freehold property known as Kesgrave Hall and surrounding buildings, Hall Road, Kesgrave and Little Bealing, IP5 2PU as the same is registered at HM Land Registry under title number SK150297 but excluding the land comprising title number SK237817 together with the freehold property being woodland known as Land on the North Side of Main Road, Kesgrave as the same is registered at HM Land Registry with title number SK152808.

"Receiver" means any person who is appointed by the Bank to be the receiver and manager of all or any part of the Property.

PLEASE NOTE:

Pursuant to the Charge the Chargor agreed that it would not, without the prior written consent of the Bank,

1. grant any conveyance, transfer or assignment of the Property or any part of it;
2. create or permit to exist any security in favour of any person other than the Bank by way of a fixed or floating charge or lien over the Property or any part of it.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 04516845

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 12th FEBRUARY 2004 AND CREATED BY RSO LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND TOGETHER WITH ITS SUCCESSORS AND ASSIGNEES ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 1st MARCH 2004.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 4th MARCH 2004.

Angela.



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES