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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

240263/13

CHFP025

Please do not write in this margin

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

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

For official use

Company number

[17]

00083780

Name of company

*insert full name of Company

* Mann Egerton and Company Limited

Date of creation of the charge

16 September 2009

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

Rent Deposit Deed

26

Amount secured by the mortgage or charge

"The payment of all sums, whether actual or contingent, due to the Landlord under the Lease or on its expiry or under the terms of this Deed:

4
70

- (a) to make good any loss or damage to the Landlord arising from any breach by the Tenant of the Covenants;
- (b) to make good any dilapidations to the Premises at the end of the term of the Lease;
- (c) to make good any loss or damage to the Landlord arising from any breach by the Tenant of the terms of this Deed;

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

Ringdove Properties Limited
38 The Esplanade, St Helier, Jersey

Postcode JE4 82T

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

Eversheds LLP
One Wood Street, London
EC2V 7WS

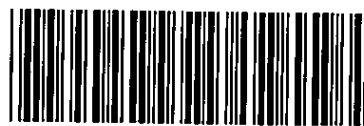
Time critical reference

For official Use (02/06)

Mortgage Section

Post room

FRIDAY



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A45

25/09/2009

102

COMPANIES HOUSE

A first fixed equitable charge to the Landlord over the Deposit Balance given by the Tenant with full title guarantee as continuing security for the Secured Liabilities. 95

The "Deposit Balance" is defined in the Rent Deposit Deed as the balance from time to time standing to the credit of the Deposit Account and the "Deposit Account" is defined as a separate interest-bearing deposit account opened with the Landlord's bank or the bank of the Landlord's managing agents ("the Bank").

On the date of the Rent Deposit Deed, the Tenant paid to the Landlord £30,350.48 which was paid into the Deposit Account.

Particulars as to commission allowance or discount (note 3)

Signed Everness LLP

Date 24 September 2009

On behalf of [company] ~~XXXXXXXXXXXX~~ † Ringdove Properties Limited

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

Please do not write in this margin

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

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

† delete as appropriate

Name of company

*insert full name
of Company

* Mann Egerton and Company Limited

Addendum 1/4

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

Addendum 2/4

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

- (d) to make good any loss or damage to the Landlord arising from an Event of Default, including any sums for which the Landlord is entitled to prove in the winding up or bankruptcy of the Tenant whether or not following a disclaimer of the Lease; and
- (e) to pay all legal and other costs, charges and expenses incurred by the Landlord in relation to paragraphs (a) to (d) of this definition

(the "Secured Liabilities")"

The "Lease" is defined as a lease of the Premises dated the same date as this Deed made between (1) Ringdove Properties Limited and (2) Mann Egerton and Company Limited together with any documents supplemental to it.

The "Premises" are defined as the premises known as Ground and Basement Floors, 34 Dover Street, London W1 and are more particularly defined in the Lease. The "Landlord" is Ringdove Properties Limited and the "Tenant" is Mann Egerton and Company Limited.

The "Covenants" are defined as the obligations and conditions in the Lease to be complied with by a tenant of the Lease, including the obligation to pay the rent

"Event of Default" is defined as one or more of the following events:

- (a) the disclaimer of the Lease by the Crown or by a liquidator or trustee in bankruptcy of the Tenant;
- (b) if the Tenant is a company, the Tenant is struck off the register of companies or otherwise ceases to exist; and
- (c) the forfeiture of the Lease

References to "this Deed" are to the Rent Deposit Deed.

Name of company

*insert full name
of Company

* Mann Egerton and Company Limited

Addendum 3/4

3. Names, addresses and descriptions of the mortgages or persons entitled to the charge (continued)

Addendum 4/4

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

The Rent Deposit Deed contains the following provisions:

1. The Landlord acknowledges that:
 - (A) the Deposit Balance is and remains beneficially the property of the Tenant, subject to the charge created by the Rent Deposit Deed and the Bank has been notified in writing of this fact; and
 - (B) it will not make any withdrawals from the Deposit Account except on the terms of this Deed.
2. The Tenant is not to create any other legal or equitable charge (whether fixed or floating), lien or encumbrance over the Deposit Balance whether ranking in priority to, equal with or behind the security created by this Deed.



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY NO. 83780
CHARGE NO. 7

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A RENT DEPOSIT DEED DATED 16
SEPTEMBER 2009 AND CREATED BY MANN EGERTON AND
COMPANY LIMITED FOR SECURING ALL MONIES DUE OR TO
BECOME DUE FROM THE COMPANY TO RINGDOVE
PROPERTIES LIMITED 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 25 SEPTEMBER 2009

GIVEN AT COMPANIES HOUSE, CARDIFF THE 26 SEPTEMBER
2009

D. Sel.



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES