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COMPANIES FORM No. 395

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.



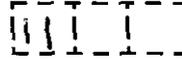
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Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number



1352019

Name of company

* INTERNATIONAL HOTELS LIMITED

Date of creation of the charge

30th April 2003

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

LEGAL CHARGE

Amount secured by the mortgage or charge

The Company will on demand in writing made to it by the Bank pay or discharge to the Bank:-

1. all moneys whether principal or interest which now are, or shall at any time hereafter (and whether on or after each such demand) become, due or owing to the Bank by the Company either alone or jointly with any other person on any current or other account and all other obligations and liabilities whatever of the Company to the Bank, whether actual or contingent whether arising in contract, tort or otherwise and whether as principal or surety;

2. all sums becoming due under this security and all discount, commission, fees, or other lawful charges and expenses which the Bank may in the course of its business charge in respect of any of the matters aforesaid or for keeping the Mortgagor's accounts and the Mortgagor will on such demand also retire all bills or notes for the time being under discount with the Bank and to which the Company is a party whether as drawer acceptor maker or endorser without any deduction whatsoever and

see continuation sheet

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

EFG PRIVATE BANK LIMITED
12 HAY HILL
LONDON

Postcode W1J 6DW

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

Salans
Clements House
14-18 Gresham Street
London
EC2V 7NN

DJP/0203425.3

Time critical reference

For official Use
Mortgage Section

Post room



A43
COMPANIES HOUSE

0500
03/05/03

CHFP025

Please do not write in this margin

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

*insert full name of Company

Short particulars of all the property mortgaged or charged

All that property known as Ground and First Floor Flat being part of 4 Beaufort Gardens Kensington SW3 as registered at H M Land Registry under Title No. NGL290846

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)

nil

Signed



Date 1st May 2003

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

Amount secured by Mortgage of Charge (continued)

- 3 interest on each of the foregoing, computed and compounded according to the usual mode of the Bank as well after as before any demand made or judgment obtained hereunder shall accrue on a daily basis from the dates on which the same are incurred or become due (without the necessity for any demand being made for payment thereof) at such rate as is agreed from time to time in relation to each of the foregoing or, to the extent not so agreed, at the Bank's sterling base rate (or, in respect of any sum not in sterling, an equivalent interest rate for the relevant currency, to be determined by the Bank) plus eight per centum per annum and be payable in arrears on such dates as may be agreed, or, to the extent not so agreed, such interest payment dates as the Bank may select.

Short Particulars of all the Property mortgaged or charged

- 2.1 As security for the payment or discharge of all moneys and other liabilities hereby covenanted to be paid or discharged by the Company, the Company with full title guarantee hereby:-
 - 2.1.1 charges to the Bank by way of legal mortgage the property described in the First Schedule and all buildings fixtures (including trade and tenants' fixtures) fixed plant and machinery at any time thereon;
 - 2.1.2 charges to the Bank by way of fixed charge, all rights and interests of the Company in, and claims under, all policies of insurance and assurance now or hereafter held by, or inuring to the benefit of, the Company in relation to the Mortgaged Property;
 - 2.1.3 assigns to the Bank the benefit of and all rights and remedies of the Company in relation to all guarantees, warranties and representations given or made by and any rights or remedies against, all or any of the architects, quantity surveyors, engineers or other professionals at any time engaged by the Company in relation to the design, construction or inspection of any works carried out at the Mortgaged Property including all sums recovered from any such persons TO HOLD to the Bank absolutely subject nevertheless to redemption upon payment or discharge of all moneys and other liabilities hereby covenanted to be paid or discharged by the Company;
 - 2.1.4 assigns to the Bank the Rental Sums (as defined in the Legal Charge) together with the benefit of all rights and remedies of the Company relating thereto TO HOLD to the Bank absolutely subject nevertheless to redemption upon payment or discharge of all moneys and other liabilities hereby covenanted to be paid or discharged by the Company;
 - 2.1.5 charges to the Bank by way of fixed charge any goodwill relating to the Mortgaged Property;
 - 2.1.6 if the Company is a company, charges to the Bank by way of floating charge, all the assets, plant, machinery, fittings and other chattels of the Company not herein before effectively charged and which are situate at any time at or are used in connection with the Mortgaged Property.

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**CERTIFICATE OF THE REGISTRATION
OF A MORTGAGE OR CHARGE**

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

COMPANY No. 01352019

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 30th APRIL 2003 AND CREATED BY INTERNATIONAL HOTELS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO EFG PRIVATE BANK LIMITED ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 3rd MAY 2003.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 9th MAY 2003.

P. Vernon



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —