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CHFP025

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legibly, preferably
in black type, or
bold block lettering

*insert full name
of Company

COMPANIES FORM No. 395

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

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number

9111

1889348

Name of company

* HARRODS (UK) LIMITED ("the Chargor")

Date of creation of the charge

19 May 2004

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

LEGAL CHARGE ("Legal Charge")

Amount secured by the mortgage or charge

(a) all or any of the present or future, actual or contingent obligations or liabilities (including principal, interest, fees, costs and expenses) of Crown Dilmun (Harrods Place) Limited (Jersey company number 80325) to the Lender; and

(b) all liabilities of the Chargor under the Legal Charge.

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

CROWN DILMUN (TREVOR HOUSE) LIMITED, PO Box 456 Portman House, 32 Hue Street, St Helier, Jersey ("the Lender")

Postcode

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

Wedlake Bell
16 Bedford Street
Covent Garden
LONDON
WC2E 9HF

KL/67093/WB5:353143

Time critical reference

For official Use
Mortgage Section

Post room



A14
COMPANIES HOUSE

0688
20/05/04

Short particulars of all the property mortgaged or charged

1. A first legal mortgage over the freehold interest in:

Firstly all that freehold property being registered as 5, 6, 7, 8 and part of 4 Montpelier Mews together with land and buildings on the south side of Trevor Square and the north side of Brompton Road and now known as Trevor House, 96/104 Brompton Road, London SW3 and the Harrods Depository, Trevor Square, Knightsbridge, London SW7 as the same is registered at H.M. Land Registry under title number 189526.

Secondly all that freehold property known as 20 Montpelier Street, Knightsbridge, London SW7 as the same is registered at H.M. Land Registry under title number 446472.

Thirdly all that freehold property being part of the private roadway known as Montpelier Mews, Knightsbridge, London SW7 as the same is registered at HM Land Registry under title number NGL800206.

Fourthly all that freehold property being part of the private roadway known as Montpelier Mews, Knightsbridge, London SW7 as the same is registered at HM Land Registry under title number NGL814680.

("together "the Property")

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lettering

Particulars as to commission allowance or discount (note 3)

Nil

Signed Wedlake Bell

Date 19 May 2004

On behalf of [~~company~~] [~~xxxxxx~~]/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

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**Particulars of a mortgage or charge
(continued)**Please do not
write in this
binding marginContinuation sheet No 1
to Form No 395 and 410 (Scot)Please complete
legibly, preferably
in black type, or
bold block lettering

Company Number

1889348

Name of Company

HARRODS (UK)

Limited*

* delete if
inappropriate

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

2. A first fixed charge on the interest of the Chargor in any existing and future proceeds ^{of} of any insurance of any Property charged to the Lender and any proceeds of sale thereof; and

3. An assignment to the Lender of the Chargor's interest in and the benefit of:

3.1 any agreement for lease relating to the Property or any part thereof;

3.2 the rent, service charges and value added tax receivable by the Chargor in respect of the Property (excluding where arising from the underlease of the basement premises demised by Harrods Property Limited to Harrods Limited); and

3.3 any guarantee or security for the performance of any agreement for lease or for the payment of any rent, service charges and value added tax,

provided that if any of the above is expressed to be non-assignable then the Chargor charges to the Lender by way of fixed charge its interest in and the benefit of it.

The Legal Charge contains a covenant that the Chargor will not without the prior written consent of the Lender:

1. sell, transfer, lease or otherwise dispose or purport or agree to dispose of any interest in or lend or grant any licence or other right over the Property or any part thereof; or

2. create, agree to create or allow to arise or remain outstanding any encumbrance over the Property or any part thereof.

prior
as

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 01889348

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 19th MAY 2004 AND CREATED BY HARRODS (UK) LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM CROWN DILMUN (HARRODS PLACE) LIMITED TO CROWN DILMUN (TREVOR HOUSE) 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 20th MAY 2004.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 24th MAY 2004.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

DR-P