

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

Please do not
write in
this marginPlease complete
legibly, preferably
in black type or
bold block
lettering*Insert full name
of company

To the Registrar of Companies

For official use Company number



2018211

Name of company

* SAXTON BAMPFYLDE INTERNATIONAL LIMITED

Date of creation of the charge

1ST MARCH 1989

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

LEGAL MORTGAGE

Amount secured by the mortgage or charge

See attached sheet

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

COUTTS & COMPANY Bankers

440 STRAND

LONDON

Postcode

WC2

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

TARLO LYONS RANDALL ROSE
HIGH HOLBORN HOUSE
52/54 HIGH HOLBORN
LONDON
WC1V 6RU
SJ/Saxton

For official use

Mortgage section

REGISTERED

- 4 MAR 1989

Post room



Time critical reference

Short particulars of all the property mortgaged or charged

Please do not
write in
this margin

FIFTH FLOOR
29-35 (ODD) OLD QUEEN STREET
LONDON SW1

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

Particulars as to commission allowance or discount (note 3)

NIL

Signed

Paul Lyns Randall Rose

Date

3.3.1989

On behalf of [company] [mortgagee/chargee]*

*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.

Page 2



The Solicitors' Law Stationery Society plc, Oyez House, 27 Crimscoot Street, London SE1 5TS

1985 Edition
11.85 F5626
5010503
* *

Companies M395

Amount secured by the mortgage or charge

The mortgagor as beneficial owner charges by way of Legal Mortgage all and every interest in or over the property referred to in the Schedule to the said Legal Mortgage which the mortgagor has power at law or in equity so to charge and/or the proceeds of sale thereof as a continuing security to the Bank for the discharge and demand of;

- (i) all present and/or future indebtedness of the mortgagor to the Bank on any current and/or other account with interest and bank charges; and
- (ii) all other liabilities whatsoever of the mortgagor to the Bank present future actual and/or contingent; and
- (iii) all costs charges and expenses howsoever incurred by the Bank in relation to the Mortgage and such indebtedness and/or liabilities on a full indemnity basis and for the payment of interest of the foregoing day by day from demand until full discharge such interest to be chargeable at the rate of interest payable or deemed to be payable by the mortgagor (whether before or after judgement) as calculated and compounded in accordance with the practice of the Bank from time to time and the mortgagor also charges by way of floating security all moveable plant, machinery, implements, utensils, furniture and equipment now and from time to time placed on or used in or about the mortgaged property with a discharge on demand of all monies costs and interest as aforesaid.



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

I hereby certify that a mortgage or charge dated the 1st March 1989
and created by SAXTON BAMPFYLDE INTERNATIONAL LIMITED

for securing all moneys now due, or hereafter to become due, or from time
to time accruing due from the company to Coutts & Company

on any account whatsoever

was registered pursuant to Chapter I Part XII of the Companies Act
1985, on the 4th March 1989

Given under my hand at the Companies Registration Office,
Cardiff the 10 MAR 1989.

No. 2018211

Certificate and instrument received by

.....POST.....

.....

Date16/3-.....

C. Hardman.
C. HARDMAN

an authorised officer

C.69a

M

COMPANIES FORM No. 403a

Declaration of satisfaction in full or in part of mortgage or charge

5350C

403a

Please do not
write in
this margin

Pursuant to section 403(1) of the Companies Act 1985

To the Registrar of Companies
(Address overleaf)

For official use

Company number

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

--	--	--	--

2018211

Name of company

* SAXTON BAMPFYLDE INTERNATIONAL PLC

* Insert full name
of company

I, ANTHONY SAXTON
of 3, MORTLAKE RD, KEW, RICHMOND, SURREY TW9 3JE

† delete as
appropriate

‡ Insert a description
of the instrument(s)
creating or
evidencing the
charge, eg
'Mortgage',
'Charge',
'Debenture' etc.

§ the date of
registration may be
confirmed from the
certificate

§ Insert brief
details of
property

[a director][~~the secretary~~][~~the administrator~~][~~the administrative receiver~~] of the above company, do
solemnly and sincerely declare that the debt for which the charge described below was given has been
paid or satisfied in [full][~~part~~]

Date and Description of charge‡ CHARGE

Date of Registration§ 1st March 1989

Name and address of [chargee][~~trustee for the debenture holders~~] COUTTS & CO.
1140, STRAND, LONDON WC1

Short particulars of property charged§ LEASE ON 5th FLOOR,
35, OLD QUEEN STREET. LONDON SW1H 9JA.

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the
provisions of the Statutory Declarations Act 1835.

Declared at Saxton Bampfylde International Plc,
35 Old Queen St., London, SW1H 9JA

Declarant to sign below

Anthony Saxton

the third day of December
one thousand nine hundred and ninety-two
before me Kevin Barrow

KEVIN BARROW of TARLOLYONS
A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths

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

For official Use

Mortgage Section

Post room

-4 DEC 1992

COMPANIES HOUSE
24 DEC 1992
M 69

M

Please do not
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this margin

COMPANIES FORM No. 395

395**Particulars of a mortgage or charge**

Pursuant to section 395 of the Companies Act 1985

M4

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

*Insert full name
of company

To the Registrar of Companies

For official use Company number

[1][1][2]

201821

Name of company

SAXTON BANPFYLD PLC

Date of creation of the charge

18/7/94

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

GENERAL ACCOUNT CONDITIONS

Amount secured by the mortgage or charge

All present or future indebtedness of the Company to the Bank on any current or other account whatsoever held by the Company with the Bank whether solely, jointly, with any other person or persons (notwithstanding that there may be a nil or credit balance on any other such account or any fluctuations on any such account) and all other liabilities whatsoever of the Company to the Bank, including, without limitation indebtedness on account of money advance, bills of exchange, promissory notes, obligations with respect to letters of credit, guarantees and indemnities, whether present, future, actual or contingent and whether or not matures or accrued due and whether incurred solely, severally or jointly with any other person and whether in sterling or in any other currency, together with interest, commission, bank charges and any other costs charges and expenses including legal expenses (on full indemnity basis) charges or incurred by the Bank.

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

REPUBLIC NATIONAL BANK OF NEW YORK

30 MONUMENT STREET,

LONDON

Postcode

EC3R 8NB

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

1513
Republic National Bank of
New York,
30 Monument Street,
London EC3R 8NB.

For official use
Mortgage Section

21 JUL 1994

Post room



K303D343

KLOIRECEIPT DATE: 21/07/94

Time critical reference

22 JUL 1994

Short particulars of all the property mortgaged or charged

Any money at any time in any account with the Bank or its affiliates or owing by the Bank and any property or documents now or in the future held by or on behalf of the Bank.

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)

Signed J. W. W. W. W. Date 20/7/94
On behalf of [company] [mortgagee/chargee]*

*Delete as
appropriate

Notes

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 - (a) subscribing or agreeing to subscribe, whether absolutely or conditionally, or
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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. 02018211

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A GENERAL ACCOUNT CONDITIONS DATED THE 18th JULY 1994 AND CREATED BY SAXTON BAMPFYLDE INTERNATIONAL P.L.C. FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO REPUBLIC NATIONAL BANK OF NEW YORK ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 21st JULY 1994.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 26th JULY 1994.

M. SAHA

for the Registrar of Companies



C O M P A N I E S H O U S E

Post
27.9.94
P.K.

HC026B