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COMPANIES FORM No. 395

Particulars of a mortgage or charge

Please do not write  
in this margin

Pursuant to section 395 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company Number

\* insert full name of  
company

Name of company

3

2018211

\*Saxton Bampfylde Hever Plc

Date of creation of the charge

12 January 2004

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

Mortgage Debenture

Amount secured by the mortgage or charge

All liabilities of the Company present and future actual and/or contingent to Coutts  
& Co

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

Coutts & Co

Registered Office: 440 Strand, London

Postcode

WC2R 0QS

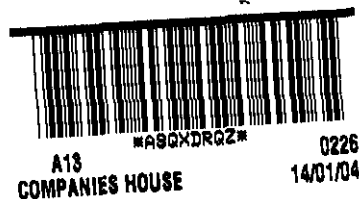
Presentor's name, address and  
reference (if any):

Coutts & Co  
Loan Securities Centre  
440 Strand  
WC2R 0QS

Presentor's reference  
and/or telephone number

Steve Trodd 020 7957 2808

For official use  
Mortgage section



Short particulars of all the property mortgaged or charged

- (a) A specific equitable charge over the company's estate or interest in all freehold or leasehold properties for the time being belonging to or charged to the Company other than the property hereinafter described and the proceeds of sale thereof.
- (b) A specific charge over all stocks shares or other securities in any subsidiary companies for the time being.
- © A specific charge over all Book and other Debts for the time being but so that the Company shall pay into the Company's account with the Bank all moneys which it may receive in respect of such debts and shall not without the prior consent in writing of the Bank sell factor discount or otherwise charge or assign the same in favour of any other person or purport to do so and the Company shall if called upon so to do by the Bank from time to time execute legal assignments of such book debts and other debts to the Bank.
- (d) A specific charge over its goodwill and the benefit of any licenses.
- (e) A floating charge over the undertaking and all the other property and assets present and the future but so that the Company shall not without the Bank's consent create any mortgage or charge ranking in priority to or pari passu with this charge.
- (f) A specific charge over all plant machinery vehicles computers and office and other equipment and full benefit of all warranties and maintenance contracts
- (g) A charge by way of legal mortgage over the undermentioned property and the proceeds of sale thereof.

Please do not write in this margin

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

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Particulars as to commission allowance or discount (note 3)

Nil

per pro Coutts & Co

Address: Loan Securities Centre

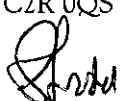
440 Strand

London

WC2R 0QS

Please see notes below.

Signed



Date

13/1/04

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 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 on 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 produce 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.

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 MORTGAGE DEBENTURE DATED THE 12th JANUARY 2004 AND CREATED BY SAXTON BAMPFYLDE HEVER PLC FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO COUTTS & CO ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 14th JANUARY 2004.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 20th JANUARY 2004.

*R.*



*Companies House*

— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES