



COMPANIES FORM No. 395

## Particulars of a charge

395

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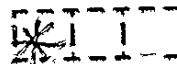
Pursuant to section 395 of the Companies Act 1985

M29

Please complete  
legibly, preferably  
in block type, or  
bold black lettering\* insert full name  
of companyTo the Registrar of Companies  
(Address overleaf - Note 5)

For official use

Company number



2514463

Name of company

\* Arcona (Wear End) Limited

Date of creation of the charge

31st August 1990

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

Debenture

Amount secured by the charge

All sums and all liabilities presently or hereafter due owing or incurred from or by the company to Skandinaviska Enskilda Banken for which the company may be or become liable to Skandinaviska Enskilda Banken pursuant to a Facility Agreement dated 13th August 1990 and made between the Company (1) Arcona Investments NV (2) and Skandinaviska Enskilda Banken (3) as the same be amended or supplemented from time to time (including any other Facility Agreement which may from time to time make available facilities from Skandinaviska Enskilda Banken to the Company) on any current or other account or in any manner whatsoever (whether as principal or surety and whether alone or jointly with any other person or persons and in whatsoever name style or firm) together with interest commission banking charges and legal and other costs charges and expenses properly recoverable at such rates and computes and compounded before and after any demand as may from time to time be (see continuation sheet)

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

Skandinaviska Enskilda Banken

Formerly of 26 Finsbury Square, London EC2A 1DS but now of 2-6 Cannon  
Street, London EC4 PostcodePresenter's name address and  
reference (if any):Messrs. Macfarlanes,  
10 Norwich Street,  
London, EC4A 1BD

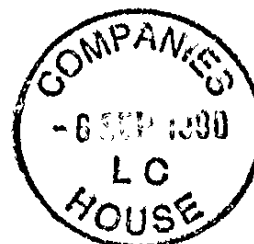
Ref: PJB.516343

Time critical reference

For official Use  
Mortgage Section

Post room

-6 SEP 1990



Short particulars of all the property charged

Please do not  
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Please complete  
legibly, preferably  
in black type, or  
bold black lettering

a. By way of first fixed legal charge all that freehold property known as 14/14a and 15/17 Great Marlborough Street, 14 & 15 Ramillies Place and 1-7 Aberdeen Mews, London W1 registered at H.M. Land Registry with title absolute under Titles Nos. 283923 and IN49736.

b. By way of first fixed charge the goodwill and any uncalled capital for the time being of the company.

c. By way of first fixed charge all that the interest of the company and the rental income of the property and all its entitlements to interest and any other rights or benefits accruing to or arise in connection with such monies.

d. By way of floating charge the undertaking of the company and all its other property assets and rights whatsoever and wheresoever both present and future.

(see continuation sheet)

Particulars as to commission allowance or discount (note 3)

Nil

Signed

*Haslam*

Date 5 September, 1990

On behalf of [company][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.
- 5 The address of the Registrar of Companies is:-  
Companies House, Crown Way, Cardiff CF4 3UZ

Please do not  
write in this  
binding margin

## Particulars of a charge (continued)

Continuation sheet No 1  
to Form No 395 and 410 (Scot)

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

Company number

2514463

Name of company

Arcona (West End) Limited

Limited\*

\*delete if  
inappropriate

Description of the instrument creating or evidencing the charge (continued) page 21

Debenture

agreed or in default of agreement in accordance with the terms  
of the said facility agreement and so that interest is to be payable  
notwithstanding that any account intended to be secured may be closed  
and as well after as before any judgment obtained.

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

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write in this  
binding margin

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

Names and addresses of the persons entitled to the charge (continued)

The Charge contains a prohibition on the creation of any mortgage charge pledge hypothecation right of set-off lien or other security interest whatsoever on any part of the property charged which may rank or come to rank in point of security either in priority to or pari passu with those charges, and a further prohibition on the creation of the same without the prior written consent of the lender as may rank after the charges contained in the Debenture.

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

FILE COPY



**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 31st AUGUST 1990  
and created by ARCONA (WEST END) LIMITED

for securing all moneys due or to become due from the Company to  
SKANDINAVISKA ENSKILDA BANKEN under the terms of FACILITY AGREEMENT DATED  
13TH AUGUST 1990

was registered pursuant to Chapter I Part XII of the Companies Act  
1985, on the 6th SEPTEMBER 1990

Given under my hand at the Companies Registration Office,  
Cardiff the 12th SEPTEMBER 1990

No. 2514463

A handwritten signature in dark ink, appearing to read 'M. A. Smith'.

M. A. SMITH

an authorised officer

C.69

**M**

COMPANIES FORM No. 395

**Particulars of a charge****395**Please do not  
write in  
this margin

Pursuant to section 395 of the Companies Act 1985

M45

Please complete  
legibly, preferably  
in black type, or  
bold black lettering\* Insert full name  
of companyTo the Registrar of Companies  
(Address overleaf - Note 5)

For official use

Company number



2514463

Name of company

\* MARLBOROUGH (WEST END) LIMITED

Date of creation of the charge

28TH FEBRUARY 1991

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

SECOND DEBENTURE

Amount secured by the charge

All monies and liabilities which now are or may at any time hereafter be due owing or incurred from or by the Company to Holmster (Holding) BV or for which the Company may be or become liable to Holmster (Holding) BV pursuant to Clause 7.2(b) of a Shareholders Agreement dated 5th February 1991 between Arcona UK Investments BV (1), Holmster (Holding) BV (2), the Company (3), Arcona Fastighetsutveckling AB (4) and Hufvudstaden AB (5), together with interest thereon.

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

HOLMSTER (HOLDING) BV

c/o ABN Trust Company (Nederland) BV, P.O. Box 1469, 1000 BL,

Amsterdam, Holland

Postcode

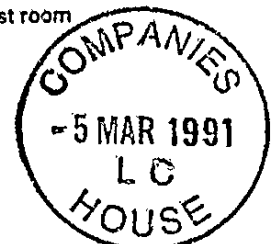
Presentor's name address and  
reference (if any):

D J Freeman & Co  
43 Fetter Lane  
London EC4A 1NA  
Tel: 071 583 4055  
Ref: JZS

For official Use  
Mortgage Section**REGISTERED**

1 5MAR 1991

Post room



Time critical reference



Short particulars of all the property charged

Please do not  
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Please complete  
legibly, preferably  
in black type, or  
bold black lettering

A. By way of second fixed legal charge on that freehold property known as 14/14a and 15/17 Great Marlborough Street, 14 and 15 Ramillies Place and 1-7 Aberdeen Mews London W1 registered at HM Land Registry with title absolute under title numbers 289929 and LN49736.

B. By way of second fixed charge goodwill and any uncalled capital for the time being of the Company.

C. By way of second fixed charge all that its interest in the rental income of the Property and all its entitlements to interest and any other rights or benefits accrued to or arising in connection with such monies.

D. By way of second floating charge the undertaking of the Company and all its other property assets and rights whatsoever and wheresoever both present and future.

No disposition mortgage charge pledge or dealing by the Company over or in respect of the property the subject of this Debenture is to be created or registered without the consent of the proprietor for the time being of this Debenture.

Particulars as to commission allowance or discount (note 3)

NIL

Signed D J Freeman + Co

Date 4th March 1991

D J FREEMAN & CO

On behalf of [company][chargee]†

† delete as  
appropriate

25

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 The address of the Registrar of Companies is:-  
Companies House, Crown Way, Cardiff CF4 3UZ

FILE COPY



**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 28th FEBRUARY 1991  
and created by MARLBOROUGH (WEST END) LIMITED

for securing .11 moneys due or to become due from the Company to HOLMSTER  
(HOLDING) BV under the terms of A SHAREHOLDERS AGREEMENT DATED 5TH  
FEBRUARY 1991 AND THE CHARGE

was registered pursuant to Chapter I Part XII of the Companies Act  
1985, on the 5th MARCH 1991

Given under my hand at the Companies Registration Office,  
Cardiff the 8th MARCH 1991

No. 2514463

*P. Howells*  
T. HOWELLS

an authorised officer

C.69

post  
8/3/91  
NW

# M

COMPANIES FORM No. 395

## Particulars of a charge

# 395

Please do not  
write in  
this margin

Pursuant to section 395 of the Companies Act, 1985

M386C.

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

To the Registrar of Companies  
(Address overleaf - Note 5)

For official use

Company number

[ ] [ ] [ ] [ ] [ ] [ ]

2514463

Name of company

\* MARLBOROUGH (WEST END) LIMITED

\* Insert full name  
of company

Date of creation of the charge

26th June

1991

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

RENT DEPOSIT DEED

Amount secured by the charge

Such sum as is equal to six months rent from time to time payable under a lease dated 19th September 1985 and made between Legal and General Assurance (Pensions Management) Limited (1) and Oracle Advertising Limited (2)

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

VIDEO LONDON SOUND STUDIOS LIMITED

16-18 RAMILLIES STREET

LONDON

Postcode

W1

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

Adlers  
22-26 Paul Street  
London EC2A 4JH

For official Use  
Mortgage Section

Post room

REGISTERED

27 JUN 1991

Time critical reference

The rent deposit of six months rent payable under the before mentioned  
lease created by the rent deposit deed dated 26th June 1991  
between the Company (1) and Video London Sound Studios Limited (2)

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

Particulars as to commission allowance or discount (note 3)

N11

Signed

*J Freeman*

Date 26th June 1991

On behalf of company ~~the 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.
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- 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 The address of the Registrar of Companies is:-  
Companies House, Crown Way, Cardiff CF4 3UZ

FILE COPY



## 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 26th JUNE 1991  
and created by MARLBOROUGH (WEST END) LIMITED

for securing all moneys due or to become due from the Company to VIDEO  
LONDON SOUND STUDIOS LIMITED under the terms of A LEASE DATED 19TH  
SEPTEMBER 1985

was registered pursuant to Chapter I Part XII of the Companies Act  
1985, on the 27th JUNE 1991

Given under my hand at the Companies Registration Office,  
Cardiff the 2nd JULY 1991

No. 2514463

A handwritten signature in dark ink, appearing to read 'M. A. Smith'.

M. A. SMITH

an authorised officer

C.69

POST  
2/7  
MCM