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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***Pursuant to section 395 of the Companies Act 1985.***A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge.****395**

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

For official use Company number

Name of company

8

02537881

\* Thornfield Holdings plc (the "Chargor")

Date of creation of the charge

11 December 2002

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

Legal Charge (the "Charge")

Amount secured by the mortgage or charge

payment to BOS of the Debt when due under the terms of the Facility Letter.

Please see Paper Apart for definitions.

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

The Governor and Company of the Bank of Scotland, The Mound,  
Edinburgh, ("BOS")

Postcode EH1 1YZ

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

Dundas & Wilson CS  
20 Castle Terrace  
Edinburgh EH1 2EN

Time critical reference

SVP/ET/SJP/BOS001.1466

For official use  
Mortgage section

Post room



A43  
COMPANIES HOUSE

\*AJTK3GHL\*

0551  
20/12/02

Com 395-1/2

**Short particulars of all the property mortgaged or charged**

Please see Paper Apart 2.

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in black type or  
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A fee of £10 is  
payable to  
Companies House  
in respect of each  
register entry for a  
mortgage or  
charge.  
(See Note 5)

Particulars as to commission allowance or discount (note 3)

Nil

Signed



Date

19/12/2002

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.
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 CF4 3UZ.

**This is the Paper Apart relative to the attached Form 395 in respect of the Legal Charge by Thornfield Holdings plc in favour of The Governor and Company of the Bank of Scotland created on 11 December 2002**

**"Conditions"** means the Domestic Charge Conditions of **BOS** (1995 Edition) (filed at H.M. Land Registry under reference MD308E/01);

**"Debt"** has the same meaning as in the Conditions but without prejudice to the foregoing generality shall exclude the Tranche 1 Revolving Credit (as defined in the Facility Letter) and shall also exclude all interest and costs arising from the Tranche 1 Revolving Credit;

**"Facility Letter"** means the Facility Letter dated 27 March 2002 entered into between **BOS** and the Chargor in respect of Revolving Credit Facilities of £9,000,000.

**"Property"** means the leasehold property known as First and Second Floor Flat at 31 Cadogan Place, London SW1 registered under title number NGL 380643.

**This is Paper Apart 2 relative to the attached Form 395 in respect of the Legal Charge by Thornfield Holdings plc in favour of The Governor and Company of the Bank of Scotland created on 11 December 2002**

1. The Chargor with full title guarantee charges as security for the Debt:
  - 1.1 by way of legal mortgage the Property;
  - 1.2 by way of fixed charge all buildings and other structures on, and items fixed to, the Property;
  - 1.3 by way of fixed charge all plant, machinery and other items affixed to and forming part of the Property on or at any time after the date of the Charge;
  - 1.4 by way of fixed charge the proceeds of any claim made under any insurance policy relating to any of the property charged under the Charge.

Please see Paper Apart for definitions.

FILE COPY



## CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02537881

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 11th DECEMBER 2002 AND CREATED BY THORNFIELD HOLDINGS PLC FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 20th DECEMBER 2002.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 24th DECEMBER 2002.

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*Companies House*  
— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES