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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

395

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

131

2959325

Name of company

* SEATTLE COFFEE COMPANY (UK) LIMITED ("Company")

Date of creation of the charge

28.8.96

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

Deed of rental Deposit Deed ("Deed")

Amount secured by the mortgage or charge

1. All rent VAT and interest thereon as stipulated in a Lease dated 28 August 1996 ("Lease") between (1) The Prudential Assurance Company Limited ("Landlord") and (2) Seattle Coffee Company (UK) Limited ("Tenant") of premises known as 18 Eldon Street London EC2 ("Premises") and all other monies payable under the Lease up to the date of the termination of the Term (as defined in the Lease)

2 In the event of forfeiture:-

2.1 sums equal to the rents VAT interest and other monies reserved by or payable under the Lease immediately before its termination for the period from the date possession is obtained by the Landlord until the date the Premises are relet on Cont.....

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

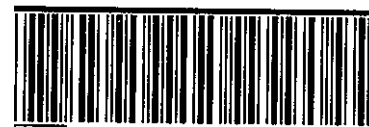
The Prudential Assurance Company Limited
142 Holborn Bars
London
EC1N 2NH

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

Berwin Leighton
Adelaide House
London Bridge
London
EC4R 9HA

For official use
Mortgage Section

Post room



KLO *K12S300U* 1341
COMPANIES HOUSE 04/09/96

Time critical reference

SKEN/P504/4223

Short particulars of all the property mortgaged or charged

By way of fixed charge all the Company's interest in the interest earning deposit account to be opened by the Landlord at Midland Bank Plc (or any other clearing bank nominated by the Landlord from time to time) in the name of the Landlord on or immediately following the date of the Deed and in which the Landlord shall place the initial deposit of Twenty three thousand Pounds (£23,000), and all money from time to time standing to the credit^{thereof} or accruing thereto.

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Particulars as to commission allowance or discount (note 3)

Signed *Kevin Leggett*

Date 30 August 1996

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

† delete as
appropriate

- 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 situated 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.

COMPANIES FORM No. 395 (Cont.) AND FORM No. 410 (Scot)(Cont.)

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**Particulars of a mortgage or charge
(continued)**

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

CHA 116

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Company Number

2959325

Name of Company

Seattle Coffee Company (UK) Limited

Limited*

* delete if
inappropriate

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

the same or better rental terms

2.2 sums equal to all other outgoings assessed on the Premises (including rates levied in respect of the Premises while they are unoccupied) in respect of the said period

3 All costs expenses disbursements and all VAT thereon incurred by the Landlord in and incidental to making good any breach by the Tenant of the covenants on the Tenant's part contained in the Lease

4 All legal costs expenses disbursements and all VAT thereon:-

4.1 on a solicitor and own client basis in obtaining and enforcing performance of the covenants on the part of the Tenant contained in the Lease or in obtaining possession of the Premises from the tenant pursuant to the provisions of the Lease or judgement for forfeiture and an order for possession of the Premises

4.2 in any reletting of the Premises (to the extent that the same are not paid by the incoming lessee) including any abortive attempt to relet the Premises

5 All agent's fees expenses disbursements and VAT thereon in introducing or attempting to introduce a new lessee

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CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02959325

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEED OF RENTAL DEPOSIT DATED THE 28th AUGUST 1996 AND CREATED BY SEATTLE COFFEE COMPANY (UK) LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE PRUDENTIAL ASSURANCE COMPANY LIMITED UNDER THE LEASE DATED 28 AUGUST 1996 WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 4th SEPTEMBER 1996.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 6th SEPTEMBER 1996.

A handwritten signature in dark ink, appearing to read 'R. N. Owens'.

RICHARD NEIL OWENS

for the Registrar of Companies



COMPANIES HOUSE

HC026B

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6/9