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in black type, or
bold block lettering

*insert full name
of Company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

A fee of £13 is payable to Companies House in respect
of each register entry for a mortgage or charge.

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number



03639550

Name of company

* Poyry Capital Limited

Date of creation of the charge

10 01 2008

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

Rent Deposit Deed

Amount secured by the mortgage or charge

The payment of all sums, whether actual or contingent, due to the Landlord
under the Lease or on its expiry or under the terms of this Deed:

- (a) to make good any loss or damage to the Landlord arising from any
breach by the Tenant of the Covenants,
- (b) to make good any dilapidations to the Premises at the end of the term
of the Lease;
- (c) to make good any loss or damage to the Landlord arising from any
breach by the Tenant of the terms of this Deed,

Continued on addendum

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

The Pollen Estate Trustee Company Limited (Company Registration Number
04533902) whose registered office is at Senator House, 85 Queen Victoria
Street, London, EC4V 4JL

Postcode EC4V 4JL

Presenter's name address and
reference (if any)

Eversheds LLP
Senator House, 85 Queen
Victoria Street, London
EC4V 4JL

For official use
Mortgage Sec

WEDNESDAY



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23/01/2008

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COMPANIES HOUSE

Time critical reference

A first fixed equitable charge to the Landlord over the Deposit Balance given by the Tenant with full title guarantee as continuing security for the Secured Liabilities.

The "Deposit Balance" is defined in the Rent Deposit Deed as the balance from time to time standing to the credit of the Deposit Account and the "Deposit Account" is defined as a separate interest-bearing deposit account opened with the Landlord's bank or the bank of the Landlord's managing agents ("the Bank").

On the date of the Rent Deposit Deed, the Tenant paid to the Landlord £17,565.00 which was paid into the Deposit Account.

Continued on Addendum

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Particulars as to commission allowance or discount (note 3)

Signed Evesheds LLP

Date 22 01 2008

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

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

† 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 A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge Cheques and Postal Orders must be made payable to **Companies House**
- 6 The address of the Registrar of Companies is Companies House, Crown Way, Cardiff CF14 3UZ

Name of company

*insert full name
of Company

* Poyry Capital Limited

Addendum 1/4

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

Addendum 2/4

2 Amount due or owing on the mortgage or charge (continued)

- (d) to make good any loss or damage to the Landlord arising from an Event of Default, including any sums for which the Landlord is entitled to prove in the winding up or bankruptcy of the Tenant whether or not following a disclaimer of the Lease; and
- (e) to pay all legal and other costs, charges and expenses incurred by the Landlord in relation to paragraphs (a) to (d) of this definition

(the "Secured Liabilities")"

The "Lease" is defined as a lease of the Premises dated 19 May 2005 made between (1) The Council of the Borough of South Tyneside and (2) Thornfield Developments (Southern) Limited and (3) Thornfield Properties Plc together with any documents supplemental to it.

The "Premises" are defined as the premises known as Rear Office Suite, Third Floor, Clarebell House, 5/6 Cork Street, London, W1 and are more particularly defined in the Lease. The "Landlord" is The Pollen Estate Trustee Company Limited and the "Tenant" is Poyry Capital Limited

The "Covenants" are defined as the obligations and conditions in the Lease to be complied with by a tenant of the Lease, including the obligation to pay the rent

"Event of Default" is defined as one or more of the following events

- (a) the disclaimer of the Lease by the Crown or by a liquidator or trustee in bankruptcy of the Tenant,
- (b) if the Tenant is a company, the Tenant is struck off the register of companies or otherwise ceases to exist; and
- (c) the forfeiture of the Lease

References to "this Deed" are to the Rent Deposit Deed.

Name of company

*insert full name
of Company

* Poyry Capital Limited

Addendum 3/4

3 Names, addresses and descriptions of the mortgages or persons entitled to the charge (continued)

Addendum 4/4

4 Short particulars of all the property mortgaged or charged (continued)

The Rent Deposit Deed contains the following provisions

1. The Landlord acknowledges that:

(A) the Deposit Balance is and remains beneficially the property of the Tenant, subject to the charge created by the Rent Deposit Deed and the Bank has been notified in writing of this fact; and

(B) it will not make any withdrawals from the Deposit Account except on the terms of this Deed.

2 The Tenant is not to create any other legal or equitable charge (whether fixed or floating), lien or encumbrance over the Deposit Balance whether ranking in priority to, equal with or behind the security created by this Deed.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No 03639550

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT RENT DEPOSIT DEED DATED THE 10th JANUARY 2008 AND CREATED BY POYRY CAPITAL LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE POLLEN ESTATE TRUSTEE COMPANY LIMITED UNDER THE TERMS OF THE AFOREMENTIONED INSTRUMENT CREATING OR EVIDENCING THE CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 23rd JANUARY 2008

GIVEN AT COMPANIES HOUSE, CARDIFF THE 28th JANUARY 2008

P. Neel



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES