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COMPANIES FORM No. 395

Particulars of a mortgage or charge

013967/10

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

13

5255785

Name of company

* Picasso Investments (Plantation Wharf) Limited (the Company)

Date of creation of the charge

18 February 2005

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

Deed of Charge Security over Shares (the Charge)

Amount secured by the mortgage or charge

See attached schedule 1.

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

The Governor and Company of the Bank of Scotland (BoS), of Fourth Floor,
New Ueberior House, 11 Earl Grey Street, Edinburgh

Postcode EH3 9BN

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

Baker & McKenzie
Solicitors
100 New Bridge Street
London EC4V 6JA
DX: 233 Chancery Lane, London
Tel: 020 7919 1000
Ref M24

Time critical reference

For official Use (02/00)
Mortgage Section

Post room



LD2
COMPANIES HOUSE

0411
09/03/05

Short particulars of all the property mortgaged or charged

See attached schedule 2.

Please do not
write in
this margin

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

Particulars as to commission allowance or discount (note 3)

Nil.

Signed

Baker & McKenzie

Date

9th March 2005

On behalf of [company] ~~XXXXXXXXXXXX~~ †

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

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

† delete as
appropriate

CHFP025

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

Please do not
write in this
binding margin

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

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

Company Number

5255785

Name of Company

Picasso Investments (Plantation Wharf) Limited (the Company)

Limited*

* delete if
inappropriate

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

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

Please do not
write in this
binding margin

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

Please do not
write in this
binding margin

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

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

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

Particulars of a mortgage or charge

Company name: Picasso Investments (Plantation Wharf) Limited

Company number: 5255785

SCHEDULE 1

AMOUNT SECURED BY THE CHARGE

The Company covenants to pay and discharge all sums now due or in the future becoming due to BoS by the Company in whatever manner, whether as principal debtor, co-obligant, guarantor or otherwise (including all present or future, actual or contingent liabilities owed by BoS by the Company), together with all interest and charges (the **Secured Liabilities**) to BoS on demand made in writing by BoS when the same are due and payable.

SCHEDULE 2

PARTICULARS OF THE PROPERTY CHARGED

The Company (with full title guarantee) as continuing security for the payment and discharge when due of the Secured Liabilities:-

- 1 charges to BoS all Securities and their proceeds of sale;
- 2 charges to BoS all dividends, interest and other distributions (whether in cash or in specie and whether of a capital or income nature) declared, paid or made in respect of the Securities at any time;
- 3 charges to BoS all accretions, rights, benefits, money or property accruing, issued or offered in respect of the Securities at any time, whether by way of rights, bonus, capitalisation, conversion, exchange, pre-emption, option, redemption or otherwise.

The security hereby created applies by way of first fixed charge.

- 4 The Company agrees that it will not, without BoS's prior written consent, create or agree or attempt to create any mortgage, fixed or floating charge. Pledge or other security of any kind, or any trust of any kind, over any of the Securities or permit any lien (other than a lien arising by operation of law in the ordinary course of the Company's business) to arise or subsist over any of the Securities.
- 5 At any time after BoS has demanded payment of the Secured Liabilities, or after an application has been made for an administration order or an interim order in relation to the Company pursuant to Part II or Part VIII of the Insolvency Act 1986, or if requested by the Company, BoS may appoint by writing any one or more persons to be receivers and managers of all or any of the Securities.

Note:-

Securities means the 1,000 ordinary shares in Cinnamon (Plantation Wharf) Limited (No. 4240600) owned by the Company and all rights and interests accruing or offered at any time in relation to them.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 05255785

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEED OF CHARGE SECURITY OVER SHARES DATED THE 18th FEBRUARY 2005 AND CREATED BY PICASSO INVESTMENTS (PLANTATION WHARF) LIMITED 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 9th MARCH 2005.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 14th MARCH 2005.

DX
CEN



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES