

M

CHFP025

Please do not
write in
this margin

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

* insert full name
of Company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

A fee of £10 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

	4	
--	---	--

05126108

Name of company

* PANAMINT PROPERTIES LIMITED

Date of creation of the charge

9 DECEMBER 2004

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

Assignment of Rental Income ("Assignment").

Amount secured by the mortgage or charge

all monies, liabilities and obligations due, owing or incurred from or by the Company to the Bank from time to time whether present, future, actual or contingent and whether incurred severally or jointly with others or as principal or surety and irrespective of the currency in respect of which any such monies, liabilities and obligations may be denominated and all costs and expenses which the Bank may charge or incur in relation to the Company or the Assignment or the enforcement of the Assignment on a full indemnity basis and so that interest shall be computed and compounded on the terms agreed between the parties as well after as before any judgement.

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

Investec Bank (UK) Limited ("Bank")
2 Gresham Street
London

Postcode EC2V 7QP

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

Cobbetts
Ship Canal House
King Street
Manchester
M2 4WB
Ref: TJTB.IN197.1.1701859

Time critical reference

For official Use
Mortgage Section

Post room



Short particulars of all the property mortgaged or charged

By way of assignment all the Company's:

- (a) present and future right title and interest in and to the Rents; and
- (b) rights and remedies arising out of or in connection with any failure by the Tenants to pay the Rents (including the right to forfeit the Leases or any of them) (the "Assigned Property").

NOTE:

In this Form M395:

"Leases" means each and every lease and tenancy (and agreement for lease or tenancy) in respect of the whole or any part of each and every Property listed in Addendum 4 to this Form M395 (including, without limitation, the leases listed in Addendum 4 to this Form M395);

"Rents" means the gross rents, licence fees, service charges and other sums receivable now or hereafter at any time in respect of the Leases, including any increased rents which may be payable under the rent review provisions contained in the Leases;

"Tenants" means the Tenants named in the Leases and the Tenants' successors in title and assigns and any one or more of the Tenants.

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



Date 21 December 2004

On behalf of mortgagee/chargee[†]

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

NOTES

[†] 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 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 CF14 3UZ

Company number

05126108

Name of company

* insert full name
of company

* PANAMINT PROPERTIES 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)

Company number

05126108

Name of company

* insert full name
of company

* PANAMINT PROPERTIES LIMITED

Addendum 3/4

3. Names, addresses and description of the mortgagees or persons entitled to the charge (continued)

Company number

05126108

Name of company

* insert full name
of company

* PANAMINT PROPERTIES LIMITED

Addendum 4/4

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

PROPERTIES/LEASES IN FORCE ON THE DATE OF THE ASSIGNMENT

1 Freehold land and buildings at 179 Great Howard Street, Liverpool registered at H M Land Registry under title number MS340581 - Lease dated 9 December 2004 between the Company and TDG (UK) Limited

2 Freehold land and buildings at Harlescott Lane Shrewsbury registered at H M Land Registry under title number SL60505 - Lease dated 9 December 2004 between the Company and TDG (UK) Limited

NOTE:

The Assignment contains the following negative covenants:

The Company shall not without the prior written consent of the Bank:

1. vary or in any way modify any of the terms of the Leases or allow the Rents to be commuted or accept a surrender of any property demised by a Lease or any part thereof;
- 6.2. agree any downwards rent review;
- 6.3. rescind forfeit or otherwise terminate the term of years granted by any Lease;
- 6.4. further assign or create any encumbrance over the Assigned Property or any part thereof;
- 6.5. appoint any person to collect or administer the collection of the whole or any part of the Rents.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 05126108

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT AN ASSIGNMENT OF RENTAL INCOME DATED THE 9th DECEMBER 2004 AND CREATED BY PANAMINT PROPERTIES LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO INVESTEC BANK (UK) LIMITED ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 22nd DECEMBER 2004.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 29th DECEMBER 2004.

P
Jm



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES