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Particulars of a mortgage or charge

395

Pursuant to section 395 of the Companies Act 1985

Please do not write
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To the Registrar of Companies

For official use

Company number

☐ ☒

2570618

Name of company

Pillar Property Investments Plc ("Pillar")

Date of creation of the charge

15 November 1996

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

Security Agreement ("the Agreement") dated 15 November 1996 and made between Pillar and the Trustees of the General Electric Pension Trust ("GEPT")

Amount secured by the mortgage or charge

The obligations of Pillar to GEPT under clauses 3 and 5 of a Deed of Counter-Indemnity dated 26 November 1996 and made between Pillar, GEPT and Sudbury House Limited (the "Secured Liabilities").

Name(s) and address(es) of the mortgagee(s) or person(s) entitled to the charge

The Trustees of the General Electric Pension Trust, PO Box 7900, 3003 Summer Street, Stamford Square, 6th Floor, Stamford, Connecticut 06904-7900 USA

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

Simmons & Simmons
21 Wilson Street
London EC2M 2TX

1/Q24938/GS/MJE

Time critical reference

For official Use
Mortgage Section

Post room



To the intent that GEPT shall have a security interest under the Security Interests (Jersey) Law 1983 in all of Pillar's right, title and interest in and to the Security Assets and as a continuing security for the discharge of the Secured Liabilities, Pillar agreed that GEPT shall have possession of the Certificates to the Shares and the New Rights as security for the due and punctual performance of the Secured Liabilities

"Certificates" means any share certificates or other evidence of title in respect of any or all of the Share or the New Rights;

"Company" means Christ Church Court Limited, a company incorporated in Jersey whose registered office is at PO Box 87, 22 Grenville Street, St. Helier, Jersey;

Particulars as to commission allowance or discount

n/a

Signed

Simmons - Simmons

Date

4.12.96

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 This form should be addressed to:

Mortgage Section
PO Box 716
Companies House
Crown Way
CARDIFF CF4 3YA

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Particulars of a mortgage or charge (continued)

Continuation sheet No 2
to Form No 395 and 410 (Scot)

Company number

2570618

Name of company

Pillar Property Investments Plc

* Delete if
inappropriate

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

(note 2)

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

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"New Rights" means from time to time all moneys, dividends, rights, options, bonuses, new shares, stock, debentures, warrants, distributions, rights to take up securities or other securities of whatever nature (including, without limitation, any security resulting from any conversion, consolidation or subdivision of the Shares or rights arising from a reduction of capital or corpus liquidation or scheme of arrangement) attributable to the Shares or the securities or new rights previously described howsoever arising;

"Security Assets" means all rights, assets or property secured in favour of GEPT pursuant to the Agreement;

"Shares" means all Pillar's present and future right, title and interest in and to 5,000 B Ordinary Shares issued by the Company and in the name of Pillar.

Under the terms of the Agreement Pillar covenanted, during the continuance of any security interest created pursuant to the Agreement, not (without the prior written consent of GEPT) to assign or create or permit to subsist over or in relation to the Security Assets, or any part thereof or interest therein, any security interest (except pursuant to the Agreement), mortgage, pledge, charge, lien, assignment, hypothecation or any other agreement having the effect of conferring security.

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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. 02570618

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A SECURITY AGREEMENT DATED THE 15th NOVEMBER 1996 AND CREATED BY PILLAR PROPERTY INVESTMENTS PLC FOR SECURING THE OBLIGATIONS OF THE COMPANY TO THE TRUSTEES OF THE GENERAL ELECTRIC PENSION TRUST UNDER CLAUSES 3 AND 5 OF A DEED OF COUNTER-INDEMNITY DATED 26th NOVEMBER 1996 WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 4th DECEMBER 1996.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 9th DECEMBER 1996.

Peter C Protheroe

for the Registrar of Companies

LC
9-12-96
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COMPANIES HOUSE

HC026B