

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

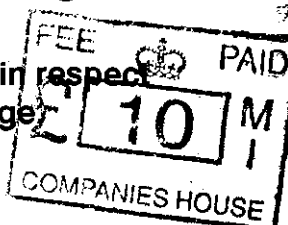
COMPANIES FORM No. 395

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)



395

For official use

Company number

16

2663676

Name of company

* WINEWORLD LONDON PLC

Date of creation of the charge

21 JUNE 2000

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

LEGAL CHARGE

Amount secured by the mortgage or charge

ALL SUMS OF MONEY OWED AND ALL LIABILITIES OR OBLIGATIONS TO BE CARRIED
OUT TO THE BANK FROM TIME TO TIME BY THE BORROWER

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

BANK OF SCOTLAND
CORPORATE BANKING
THE MOUND
EDINBURGH

Postcode EH1 2YZ

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

Maclay Murray & Spens, London
10 Foster Lane
London
EC2V 6HR

For official Use
Mortgage Section



Time critical reference
ST/BAN/1/56/W.WORLD

Short particulars of all the property mortgaged or charged

1. BY WAY OF LEGAL MORTGAGE ALL THAT LEASEHOLD PROPERTY KNOWN AS THE AIRSPACE WITH RAILWAY ARCHES BETWEEN PARK STREET, STONEY STREET AND CLINK STREET LONDON BOROUGH OF SOUTHWARK AS MORE PARTICULARLY DESCRIBED IN A LEASE DATED 22 JULY 1999 BETWEEN (1) RAILTRACK PLC AND (2) THE BORROWER
2. BY WAY OF FIXED CHARGE ALL BUILDINGS AND OTHER STRUCTURES ON, AND ITEMS FIXED TO, THE PROPERTY;
3. BY WAY OF FIXED CHARGE ANY GOODWILL RELATING TO THE PROPERTY OR THE BUSINESS OR UNDERTAKING CONDUCTED AT THE PROPERTY;
4. BY WAY OF FIXED CHARGE ALL PLANT, MACHINERY AND OTHER ITEMS AFFEDED TO AND FORMING PART OF THE PROPERTY ON OR AT ANY TIME AFTER THE DATE OF THIS CHARGE;
5. BY WAY OF ASSIGNMENT THE RENTAL SUMS TOGETHER WITH THE BENEFIT OF ALL RIGHTS AND REMEDIES OF THE BORROWER RELATING TO THEM TO HOLD TO THE BANK ABSOLUTELY SUBJECT TO REDEMPTION UPON REPAYMENT OF THE DEBT;
6. BY WAY OF FIXED CHARGE THE PROCEEDS OF ANY CLAIM MADE UNDER ANY INSURANCE POLICY RELATING TO ANY OF THE PROPERTY CHARGED UNDER THIS CHARGE; AND
7. BY WAY OF FLOATING CHARGE ALL UNATTACHED PLANT, MACHINERY, CHATTELS AND GOODS NOW OR AT ANY TIME AFTER THE DATE OF THIS CHARGE ON OR IN OR USED IN CONNECTION WITH THE PROPERTY OR THE BUSINESS OR UNDERTAKING CONDUCTED AT THE PROPERTY.

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)

Signed M M & S London

Date 27.6.00

On behalf of [company] [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)

† 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 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.
- 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

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02663676

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 21st JUNE 2000 AND CREATED BY WINEWORLD LONDON PLC 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 29th JUNE 2000.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 3rd JULY 2000.

*P
gr*



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



C O M P A N I E S H O U S E