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CHFP004

Please do not
write in
this marginPlease 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

00014259

Name of company

* HSBC Bank Plc

Date of creation of the charge

11 April 2002 ✓

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

Legal Charge containing fixed and floating charges (the "Charge")

Amount secured by mortgage or charge

All moneys owed and all liabilities or obligations to be carried out to BoS at any time and from time to time by the Debtor whether:-

- i) they arise before or after BoS has demanded that they are repaid or carried out;
- ii) they are owed or to be carried out immediately or only after a stated event has occurred;
- iii) the Debtor owes or is to carry them out on his own or jointly with any other persons;
- iv) the Debtor owes or is to carry them out on his own account or as a guarantor for other persons;

together with interest upon them and expenses relating to them
(the "Second Obligations")

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

The Governor and Company of the Bank of Scotland,

2, Castle Terrace, Edinburgh

("BoS") ✓

Postcode

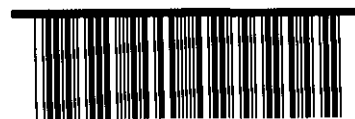
EH1 2YA

Presenter's name address and
reference (if any):Burgess Salmon (1394966v.1)
Narrow Quay House, Narrow
Quay, Bristol BS1 4AH
Ref: NA01/RL01/12372.107

Time critical reference

For official Use
Mortgage Section

Post room

A46
COMPANIES HOUSE0824
23/04/02

Short particulars of all the property mortgaged or charged

See Schedule Attached

Please do not
write in this
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Please complete
legibly, preferably in
black type, or bold
block lettering

Particulars as to commission allowance or discount (note 3)

N/A

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

Signed

Burges Salmon

Date 19/04/02

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 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, DX: 33050 Cardiff

Particulars of a mortgage or charge

Name of Company HSBC Bank plc

Number of Company 00014259

SCHEDULE OF CHARGES, COVENANTS AND RESTRICTIONS

contained in a Legal Charge in favour of BoS dated 11 April 2002

Charges

The Grantor, with full title guarantee, as continuing security for the payment of the Secured Obligations, hereby charges in favour of the Lender;

- 1 by way of legal mortgage the Legally Mortgaged Property;
- 2 by way of a fixed charge all plant, machinery, vehicles, computers and office and other equipment (if any), legally owned by the Company situate on or at the Legally Mortgaged Property;
- 3 by way of assignment by way of security all of the Company's rights, title and interest now or in the future in all agreements, contracts, policies of insurance and warranties (if any) now or in the future relating to the Legally Mortgaged Property together with all moneys payable to the Company under each such agreement, contract, policy or warranty subject to reassignment or redemption.

Restriction on charges and disposals

The Company hereby covenants that without the prior written consent of BoS it shall not nor shall it agree or purport to;

- 1 create or permit to subsist any Encumbrance whether in any such case ranking in priority to or *pari passu* with or after the security created by the Charge; or
- 2 sell, discount factor, transfer, lease, lend or otherwise dispose of, whether by means of one or a number of transactions related or not and whether at one time or over a period of time, the whole or any part of the Charged Property.

Definitions

In this form M395 the following definitions shall apply:

"**Charged Property**" means the property, assets and income of the Company mortgaged, assigned or charged to BoS (whether by way of legal mortgage, assignment or fixed charge) by or pursuant to the Charge and each and every part thereof;

"**Debtors**" means the Parent and its subsidiaries from time to time and (to the extent only of its obligations under the Legal Charge) the Company;

"**Encumbrances**" means any charge lien or other encumbrance relating to the Legally Mortgaged Property;

"**Legally Mortgaged Property**" means the property, known as 20 & 22 Tudor Street, City of London and registered at HM Land Registry under title number NGL634005, the proceeds of sale thereof and all buildings and fixtures and fittings (in the nature of landlord's fixtures and fittings) on any such property belonging to or charged to the Company;

"**Parent**" means Ancient Mariner Properties Limited (Registered in Scotland under number SC226704).

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 00014259

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 11th APRIL 2002 AND CREATED BY HSBC BANK PLC FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE DEBTOR 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 23rd APRIL 2002.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 26th APRIL 2002.

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THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —