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

*insert full name
of Company

COMPANIES FORM No. 395

207696/13

Particulars of a mortgage or charge

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



00775667

Name of company

* LADBROKES BETTING & GAMING LIMITED

Date of creation of the charge

4 April 2008

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

RENT DEPOSIT DEED

Amount secured by the mortgage or charge

The payment of all sums, whether actual or contingent, due to the Landlord
under the Lease or on its expiry or under the terms of this Deed.

- (a) to make good any loss or damage to the Landlord arising from any
breach by the Tenant of the Covenants;
- (b) to make good any dilapidations to the Premises at the end of the term
of the Lease,
- (c) to make good any loss or damage to the Landlord arising from any
breach by the Tenant of the terms of this Deed,

see continuation sheet

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

London Underground Limited 55 Broadway London

Postcode SW1H 0BD

Presenter's name address and
reference (if any)

Eversheds LLP
Holland Court
The Close
Norwich
NR1 4DX

Carlink 156419.000027

Time critical reference

For official Use (06/2005)
Mortgage Section

Post room

WEDNESDAY



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A19

09/04/2008

502

COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

A first fixed equitable charge to the Landlord over the Deposit Balance given by the Tenant with full title guarantee as continuing security for the Secured Obligations.

The "Deposit Balance" is defined in the Rent Deposit Deed as the balance from time to time standing to the credit of the Deposit Account and the "Deposit Account" is defined as a separate interest-bearing deposit account. On the date of the Rent Deposit Deed, the Tenant paid to the Landlord £17,750 which was paid into the Deposit Account.

The Rent Deposit Deed contains the following provisions.

- 1 The Landlord acknowledges that:
 - (A) the Deposit Balance is and remains beneficially the property of the Tenant, subject to the charge created by the Rent Deposit Deed, and
 - (B) it will not make any withdrawals from the Deposit Account except on the terms of this Deed
- 2 The Tenant is not to create any other legal or equitable charge (whether fixed or floating), lien or encumbrance over the Deposit Balance whether ranking in priority to, equal with or behind the security created by this Deed

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



Date

7 April 2008

On behalf of ~~XXXXXX~~ [mortgagee/chargee] †

A fee 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 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**.

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)

- (d) to make good any loss or damage to the Landlord arising from a Specified event, including any sums for which the Landlord is entitled to prove in the winding up or bankruptcy of the Tenant whether or not following a disclaimer of the Lease, and
- (e) to pay all legal and other costs, charges and expenses incurred by the Landlord in relation to paragraphs (a) to (d) of this definition

(the "Secured Obligations")

The "Lease" is defined as a lease of the Premises dated 4 April 2008

The "Premises" are defined as the premises known as 45a Haven Green, Broadway, London W5 and are more particularly defined in the Lease. The "Landlord" is London Underground Limited and the "Tenant" is Ladbrokes Betting & Gaming Limited

The "Covenants" are defined as the obligations and conditions in the Lease to be complied with by a tenant of the Lease, including the obligation to pay the rent, "Specified Event" is defined as one or more of the following events

- (a) any default of the Secured Obligations,
- (b) the bankruptcy or insolvency if the Tenant is an individual or winding up if the Tenant is a Company (other than a voluntary winding up for the purpose of reconstruction or amalgamation carried through on terms previously approved by the Landlord in writing) of the Tenant or the making of any order or the passing of any resolution in that respect,
- (c) the disclaimer of the Lease by or on behalf of the Tenant in the course of the bankruptcy or winding up of the Tenant or of any related or similar proceedings,
- (d) the forfeiture of the Lease;
- (e) any encumbrancer or creditor taking possession of the premises or other steps to enforce security over or in respect of the Tenant or a receiver or trustee being appointed of the whole or any part of the assets of the Tenant which the Landlord's Agent determines is likely to affect the performance of the Secured Obligations by the Tenant;
- (f) Any distress or execution levied or enforced on or against any asset of the Tenant and not discharged within fourteen days

References to "this Deed" are to the Rent Deposit Deed

M395 Continuation

Company number

00775667

Name of company

*insert full name
of Company

* LADBROKES BETTING & GAMING LIMITED

Addendum 3/4

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

Addendum 4/4

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



FILE COPY

CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. 775667
CHARGE NO. 1**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A RENT DEPOSIT DEED DATED 4
APRIL 2008 AND CREATED BY LADBROKES BETTING &
GAMING LIMITED FOR SECURING ALL MONIES DUE OR TO
BECOME DUE FROM THE COMPANY TO LONDON
UNDERGROUND LIMITED UNDER THE TERMS OF THE
AFOREMENTIONED INSTRUMENT CREATING OR EVIDENCING
THE CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1
PART XII OF THE COMPANIES ACT 1985 ON THE 9 APRIL 2008

GIVEN AT COMPANIES HOUSE, CARDIFF THE 15 APRIL 2008



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES