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COMPANIES FORM No. 395

355228/234

Particulars of a mortgage or charge

395

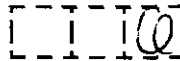
A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge.

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies
(Address overleaf - Note 6)

For official use

Company number



1144849

Name of company

* Jones Lang LaSalle Corporate Finance Limited ("**Depositor**")

Date of creation of the charge

30 September 2005

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

A Memorandum of Deposit of Stocks and Shares and other Marketable Securities dated 30 September 2005 ("**Memorandum**") made between (1) Principal Debtor (as defined below) (2) Depositor and Albourne Developments (RDP) Limited ("**Albourne**") and (3) Barclays Bank PLC ("**Bank**")

Amount secured by the mortgage or charge

All moneys and liabilities which shall for the time being (and whether on or at any time after such demand) be due and owing or incurred to the Bank by the Principal Debtor under the Finance Documents (as defined below) whether actually or contingently and whether solely or jointly with any other person and whether as principal or surety together with all interest discount commission or other lawful charges and expenses which the Bank may in the course of its business charge pursuant to the express provisions of the Finance Documents ("**Secured Sums**").

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

Barclays Bank PLC 54 Lombard Street, London

Postcode EC3P 3AH

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

DLA Piper Rudnick Gray Cary UK LLP
Princes Exchange
Princes Square
LEEDS LS1 4BY

86677/120001/7785322.1

Time critical reference
CS

For official Use
Mortgage Section

Post room



A20
COMPANIES HOUSE

731
15/10/2005

CHFP025

Please do not write in this margin

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

*insert full name of Company

Short particulars of all the property mortgaged or charged

As a continuing security for the payment or discharge of the Secured Sums, the Depositor deposits with the Bank or trustees for or nominees of the Bank:

500 B ordinary shares of £1.00 in Retail Development Partnership General Partner Limited (company number 5407119) in the name of the Depositor and any further or other securities deposited or transferred by the Depositors to the Bank or its trustees or nominees in substitution for or in addition to the said shares ("**Securities**").

Note 1

The Depositor undertakes that any bonus stock or shares or other new securities of a similar nature which may at any time during the currency of the Memorandum be issued in respect of any of the Securities (as defined above) shall be deposited with or transferred to the Bank (as the Bank may require) and shall thereupon become part of the Securities and all dividends and interest and all rights moneys or property accruing or offered at any time by way of redemption bonus preference option or otherwise in respect of the Securities shall be included in the charge given by the Memorandum.

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

DLA Piper Rudnick Gray Guy

Date

14 October 2005

On behalf of ~~XXXXXX~~ [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 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

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Particulars of a mortgage or charge (continued)

Please do not
write in this
binding margin

Continuation sheet No 1
to Form No 395 and 410 (Scot)

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

Company Number

1144849

Name of Company

Jones Lang LaSalle Corporate Finance Limited ("**Depositor**")

Limited*

* delete if
inappropriate

Description of the instrument creating or evidencing the mortgage or charge (continued) (note 2)

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

Please do not
write in this
binding margin

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

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

Note 2

This Memorandum contains a power of attorney in favour of the Bank.

Definitions

"Depositors" means together the Depositor and Albourne;

"Facility Agreement" means the facility agreement dated 30 September 2005 between (1) Principal Debtor (2) Retail Development Partnership General Partner Limited (3) Retail Development Partnership Nominee Limited and (4) the Bank, as amended and/or restated from time to time;

"Finance Documents" means the Facility Agreement, any Security Document, any Hedging Arrangements and any other document designated as such by the Bank and the Principal Debtor;

"Hedging Arrangements" means any interest, swap, collar, option or similar contract or arrangement which is entered into by the Depositor on behalf of the Principal Debtor pursuant to clause 8.6 (Hedging Arrangements of the Facility Agreement);

"Principal Debtor" means Retail Development Partnership a limited partnership registered under the laws of England with registered number LP10512 whose principal place of business at 22 Hanover Square, London W1A 2BN acting by its general partner the Retail Development Partnership General Partner Limited;

"Security" means a mortgage, charge, pledge, lien or other security interest securing any obligation of any person or any other agreement or arrangement having a similar effect;

"Security Document" means any other document creating Security given to the Bank as security for amount due or which may become due under the Finance Documents.

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

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 01144849

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A MEMORANDUM OF DEPOSIT OF STOCKS AND SHARES AND OTHER MARKETABLE SECURITIES DATED THE 30th SEPTEMBER 2005 AND CREATED BY JONES LANG LASALLE CORPORATE FINANCE LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE PRINCIPAL DEBTOR TO BARCLAYS BANK PLC ON ANY ACCOUNT WHATSOEVER 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 15th OCTOBER 2005.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 19th OCTOBER 2005.

P. D. M. W.



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES