

M

COMPANIES FORM No. 395

Particulars of a mortgage or charge

A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge.

162732/13
395

CHFP025

Please do not write in this margin

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

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number

14

02689839

Name of company

* Four Seasons Recruitment Limited (the "Tenant")

Date of creation of the charge

7 December 2007

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

Rent Deposit Deed made between the Tenant (1) and the Landlord (2) (the "Deed")

Amount secured by the mortgage or charge

Please see attached schedule 1

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

Diageo plc
8 Henrietta Place, London
(the "Landlord")

Postcode W1G 0NB

Presentor's name address and reference (if any)

Taylor Wessing LLP
Carmelite
50 Victoria Embankment
London
EC4Y 0DX

Ref JDW/LZT

Time critical reference
DIA-8-353/Deed FSRL

For official Use (06/2005)
Mortgage Section

Post room

SATURDAY



A01 15/12/2007 220
COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

Please see attached schedule 2

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 Taylor Wessing LLP Date 14-12-07

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**

Definitions

In these schedules the following words and expressions have the following meanings

"Account" means a management account maintained by the Landlord with the Bank in the name of the Landlord,

"Bank" means such bank as the Landlord may designate from time to time,

"Deposit" means the sum of **THIRTY SEVEN THOUSAND THREE HUNDRED POUNDS AND FIFTY PENCE** (£37,300 50) plus VAT which has been paid to the Landlord as security for the observance and performance of the Tenant's obligations pursuant to the Lease and all sums from time to time standing to the credit of the Account (including interest and any further sums credited to the Account pursuant to the provisions of the Deed),

"Lease" means a lease of the Premises of even date with the Deed and made between the Landlord (1) and the Tenant (2) and all licences consents variations and other documents (except for the Deed) supplemental to the Deed, and

"Premises" means Part First Floor North, Landmark House, Black's Road, Hammersmith, London W6 9EJ

SCHEDULE 1

Amount secured by the mortgage or charge

Without prejudice to any right or remedy which the Landlord may have under the Lease the Landlord shall be entitled to appropriate and withdraw from the Account (notifying the Tenant in writing as soon as reasonably practicable of any withdrawal such notice to include the details of the amount withdrawn and reasonable details of the relevant default) such sums as may be required to meet the following liabilities

- (a) all rents service charges insurance premiums or other contribution to the cost of insurance of the Premises outgoings interest and other sums payable to or recoverable by the Landlord or in respect of which the Landlord is entitled to be indemnified by the Tenant under the Lease whether or not received by way of rent and whether or not formally demanded,
- (b) any claims demands damages losses costs expenses or other sums payable or incurred by virtue of any breach of any of the Tenant's obligations contained in the Lease or in the Deed,
- (c) any loss or damage suffered by the Landlord in consequence of the forfeiture or disclaimer of the Lease including (without prejudice to the generality of the foregoing) loss of mesne profits any promotional expenditure agents fees and all other expenses in relation to a re-letting of the Premises (including any abortive transactions) or any sum for which the Landlord may prove in the insolvency of the Tenant pursuant to the Insolvency Act 1986,
- (d) the payment on a full indemnity basis of all legal and surveyor's costs and all other costs charges and expenses incurred by the Landlord in relation to any of the matters specified in sub-clauses (a) to (c) (inclusive) above,
- (e) the discharge of all legal and administrative costs bank charges and other expenses incurred by the Landlord in relation to the Account or the operation or enforcement of the Deed,
- (f) any Value Added Tax chargeable in respect of any of the sums payable pursuant to sub-clauses (a) to (e) (inclusive) above or any other supply for Value Added Tax purposes under the Deed,
- (g) any tax upon the interest accruing in the Account in respect of which the Landlord is accountable

(the "Liabilities")

SCHEDULE 2

Short particulars of the property mortgaged or charged

The Tenant charged to the Landlord with full title guarantee its right and interest in the Account and all sums from time to time standing to the credit of the Account with ~~payment of the Liabilities~~

NOTE

The Tenant covenants with the Landlord not to create or permit any mortgage charge pledge encumbrance or security in relation to the Deposit other than the charge contained in the Deed

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No 02689839

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT RENT DEPOSIT DEED DATED THE 7th DECEMBER 2007 AND CREATED BY FOUR SEASONS RECRUITMENT LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO DIAGEO PLC 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 DECEMBER 2007

GIVEN AT COMPANIES HOUSE, CARDIFF THE 20th DECEMBER 2007.

A handwritten signature in cursive script, likely belonging to a senior official at Companies House.



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES