

# M

CHFP025

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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 £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

[6][1][1][1]

04467230

Name of company

\* Sun CP Properties Limited (the Debtor)

Date of creation of the charge

15 May 2006

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

A Security Interest Agreement (the **Agreement**) dated 15 May 2006 between  
the Debtor and the Security Agent (as defined below).

Amount secured by the mortgage or charge

All present or future obligations and liabilities (whether actual or  
contingent, joint or several or as principal, surety or in any other  
capacity) of the Debtor to the Security Agent pursuant to the Agreement  
(the **Secured Obligations**).

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

The Royal Bank of Scotland plc (the **Security Agent**) of 135 Bishopsgate,  
London

Postcode EC2M 3UR

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

Allen & Overy LLP  
One New Change  
London

EC4M 9QQ

Time critical reference

For official Use (02/00)  
Mortgage Section

Post room



LD2  
COMPANIES HOUSE

129  
01/06/2006

LD3  
COMPANIES HOUSE

720  
23/05/2006

Short particulars of all the property mortgaged or charged

See continuation sheet

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

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

Signed Allen & Overy LLP

Date 22 May 2006

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 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

## SHORT PARTICULARS OF ALL THE PROPERTY MORTGAGED OR CHARGED

### 1. Grant of Security Interest

Without affecting and in addition to the Security Agent's other rights under or pursuant to this agreement, the Debtor, to the intent that the Security Agent shall have a security interest in accordance with the Law agrees that the Security Agent or its nominee shall have possession of the certificates of title representing the Securities as legal and beneficial owner.

And in this Form 395:

**Company** means Carp (Jersey) 2 Limited, a company incorporated under the laws of Jersey, having registered number 83484.

**Law** means the Security Interests (Jersey) Law 1983.

**Securities** means:

- (a) 586,551 ordinary shares of 1 pence each, 7,049,231 "A" preference shares of £1.00 each and 1,089,309 "E" preference shares of 10 pence each in the capital of the Company and all shares substituted therefore or in respect of which certificates of title are delivered to the Security Agent on or after the date of this agreement;
- (b) all right, title, benefit and interest present and future of the Debtor therein including, without limitation, all rights to subscribe for, convert other securities into or otherwise acquire any other shares; and
- (c) all distributions, dividends, interest and other income however deriving from or incidental to such shares.

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## CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 04467230

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A SECURITY INTEREST AGREEMENT DATED THE 15th MAY 2006 AND CREATED BY SUN CP PROPERTIES LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE ROYAL BANK OF SCOTLAND (THE SECURITY AGENT) 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 1st JUNE 2006.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 6th JUNE 2006.



*Companies House*

— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES