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COMPANIES FORM No. 395

Particulars of a mortgage or charge

209159/13

395

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

CHFP025

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number



05552966

Name of company

* Whitgift One Limited (the "Company")

Date of creation of the charge

4 January 2008

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

Legal Charge (the "Legal Charge")

Amount secured by the mortgage or charge

(i) all monies liabilities and obligations now or at any time due owing or incurred to Anglo Irish Bank Corporation plc (the "Bank") or any member of the Bank's group of companies (the "Bank Group") by the Company in respect of the Capex Loans or under the Capex Facility Letter in whatever currency denominated including all liabilities from time to time assumed or incurred in connection with foreign exchange transactions, acceptances, discounting or under guarantees, bonds, indemnities, documentary or other credits or any instruments whatsoever issued or guaranteed by the Bank,
(ii) on a full indemnity basis all costs, charges and expenses, and
(iii) interest to the due date of discharge on all sums payable

DEFINITIONS

"Capex Facility Letter" means a letter dated 31 October 2007 from the Bank to the Company, and

"Capex Loans" means the aggregate amount of all advances made by the Bank under the Capex Facility Letter together with all interest costs expenses and other moneys due and becoming due from the Company to the Bank

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

Anglo Irish Bank Corporation Plc of Stephen Court 18/21 St Stephen's Green Dublin 2 Ireland

Postcode

Presentor's name address and reference (if any)

Davies Arnold Cooper
6-8 Bouverie Street
London, EC4Y 8DD
Ref 1227 Vanessa A

Time critical reference

For official Use (06/2005)
Mortgage Section

Post room

FRIDAY



LD5

18/01/2008

147

COMPANIES HOUSE

By way of

1. Land

legal mortgage all the Company's rights, title and interest in and to the following properties known and registered at the Land Registry as follows i) The Whitgift Centre, Croydon (SGL 564748), ii) Units 110 and 1110 Whitgift Centre, Croydon (SGL 580613), iii) 60,62,64, 66, 68 and part 70 North End, Croydon (SGL 560378), iv) 100 North End Croydon (SY48407), v) 106 North End Croydon (SGL624289), vi) 96 and 98 North End Croydon (SGL606190), vii) Link House, 9 Dingwall Avenue (SY260182), viii) Unit 1129 The Whitgift Centre, Croydon (SGL573039) and ix) Unit 140 and Unit 140 Shop Front, The Whitgift Centre, Croydon (SGL 573034 and SGL583886) (together the "Property") together with all buildings fixtures and fixed plant and machinery at any time and from time to time and the proceeds of sale thereof,

2. Rents

by way of absolute assignment all the Company's rights title interest and benefit in and to all rental and other income arising from the Property,

3. Moveables

floating charge over all movable plant machinery implements utensils furniture and equipment from time to time upon the Property and owned by the Company,

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



Date 17 January 2008

On behalf of ~~XXXXXXXXXXXXXXXXXXXX~~ [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 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**

Name of company

*insert full name
of Company

* Whitgift One Limited (the "Company")

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)

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)

4. Collateral rights

fixed charge and assignment the benefit of all contracts, agreements and covenants held by the Company relating to the use or occupation of or the construction, repair or maintenance on the Property,

5. Insurances

assignment all of the Company's right title and interest in and to all policies of insurance whatsoever relating to the Property and assets charged by the Legal Charge and the benefit of any claim to the proceeds of any such policy

The Legal Charge contains a negative pledge on the disposal of charged assets or the creation of any other security

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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 05552966

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 4th JANUARY 2008 AND CREATED BY WHITGIFT ONE LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO ANGLO IRISH BANK CORPORATION PLC OR ANY MEMBER OF THE BANK'S GROUP OF COMPANIES (THE BANK GROUP) 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 18th JANUARY 2008

GIVEN AT COMPANIES HOUSE, CARDIFF THE 24th JANUARY 2008

P. Neel



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES