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legibly, preferably
in black type, or
bold block lettering

*insert full name
of Company

COMPANIES FORM No. 395

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

11314

Company number

623364

367385/13

Name of company

* Town Centre Securities PLC ("Company")

Date of creation of the charge

13 June 2008

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

A third supplemental trust deed dated 13 June 2008 ("Deed") and made between (1) the Company, (2) TCS Freehold Investments Limited and (3) Capita IRG Trustees Limited ("Trustees") supplemental to a trust deed dated 9 April 1987 (as supplemental from time to time and as restated on 13 November 2006 and made between inter alia (1) the Company and (2) the Trustee) ("Principal Trust Deed")

Amount secured by the mortgage or charge

The principal of and interest on the Stock (as defined below) and all other monies covenanted to be paid by the Company and the Charging Subsidiaries (as defined below) to the Trustee under or pursuant to the Principal Trust Deed

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

Capita IRG Trustees Limited
The Registry, 34 Beckenham Road, Beckenham, Kent

Postcode BR3 4TU

Presenter's name address and
reference (if any)

DLA Piper UK LLP
Princes Exchange
Princes Square
LEEDS
LS1 4BY

Ref PXP/19683060

Time critical reference
44377/19683060

For official Use (02/06/2008)
Mortgage Section



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PMO 20.06.2008 14
COMPANIES HOUSE

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COMPANIES HOUSE

1. Charge

The Company with full title guarantee charges by way of first legal mortgage those of the New Properties (as defined below) set out in schedule 1 to the Deed together with all buildings and erections and fixtures and fixed plant and machinery for the time being thereon belonging to and all improvements and additions thereto and all easements, rights and licences appurtenant thereto subject to and with the benefit of all existing leases, underleases, tenancies, agreements for lease, rights, covenants and conditions affecting the same but otherwise free from incumbrances to the intent that the same shall become part of the Specific Security (as defined below)

2. Notes

2 1 The parties hereby apply to the Chief Land Registrar for a restriction to be entered on the register of titles of each of the New Properties (as defined below) to the effect that, except under an order of the Registrar, no disposition by the proprietor of the New Properties (as defined below) is to be registered without the consent of the proprietor for the time being of the first legal mortgage constituted by the Deed

2 2 The Principal Trust Deed contains the power to appoint a receiver

2 3 The Principal Trust Deed contains a power of attorney in favour of the Trustee and any Receiver

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

Particulars as to commission allowance or discount (note 3)

NIL

Signed

DLA PIRE UK LLP

Date

19

June 2008

On behalf of [company] ~~XXXXXXXXXXXX~~ †

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

Notes

† delete as appropriate

- 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

* Town Centre Securities PLC ("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 descriptions of the mortgages or persons entitled to the charge (continued)

Addendum 4/4

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

3. Definitions

"Charging Subsidiary" means any Subsidiary which shall have charged by way of fixed charge in favour of the Trustee as security for the Stock some part of its property or assets or which shall have paid to and charged by such fixed security in favour of the Trustee as security for the Stock a sum of money in any such case by an instrument or instruments satisfactory to the Trustee, and which shall at any time have subsisting a floating charge on the whole of its property, assets and undertaking or charges in favour of the Trustee by way of collateral security for the Stock (insofar as any such Subsidiary as aforesaid has not for the time being ceased to be a Charging Subsidiary pursuant to sub-Clause 9(b) of the Principal Trust Deed),

"New Properties" means the freehold land and buildings known as 100 Great Ancoats Street, Manchester forming part of title number GM383003 and shown edged red on the attached plan and the whole of title number LA374299,

"Property" means freehold, leasehold, heritable or other immovable property situate in the United Kingdom which is owned by the Company or a Subsidiary,

"Receiver" includes a receiver and manager and, except in clauses 21 and 22 of the Principal Trust Deed, an administrative receiver,

"Specific Security" means the freehold, heritable and leasehold Properties expressed to be charged or to be charged pursuant to the Principal Trust Deed and the Deed by way of fixed charge in favour of the Trustee as security for the Stock and all other Property and all capital moneys and investments for the time being held by and charged or becoming charged by way of fixed charge in favour of or held by the Trustee for the purpose of securing the Stock,

"Stock" means the £85,000,000 10 5 per cent First Mortgage Debenture Stock due 2021 and the £150,000,000 5 375 per cent First Mortgage Stock 2031 of the Company,

"Subsidiary" means a subsidiary (as defined by section 736 of the Companies Act 1985) for the time being of the Company



FILE COPY

**CERTIFICATE OF THE REGISTRATION
OF A MORTGAGE OR CHARGE**

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

**COMPANY NO. 623364
CHARGE NO. 134**

**THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A THIRD SUPPLEMENTAL TRUST
DEED DATED 13 JUNE 2008 AND CREATED BY TOWN CENTRE
SECURITIES PLC FOR SECURING ALL MONIES DUE OR TO
BECOME DUE FROM THE COMPANY AND THE CHARGING
SUBSIDIARIES TO CAPITA IRG TRUSTEES 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 20 JUNE 2008**

GIVEN AT COMPANIES HOUSE, CARDIFF THE 24 JUNE 2008



Companies House
— for the record —



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**