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COMPANIES FORM No. 402

Particulars of a mortgage or charge

Pursuant to Article 402(1) of the Companies (Northern Ireland) Order 1986

DEPARTMENT OF ENTERPRISE
TRADE AND INVESTMENT
29 NOV 2004
POST RECEIVED
COMPANIES REGISTRY

CR53

402

Please do not
write in
this margin

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

To the Registrar of Companies

For official use

Company Number

N1005449

Name of company

* WARNERS (UNITED KINGDOM) LIMITED

* insert full name of
company

Date of creation of the charge

19-11-2004

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

RENT DEPOSIT DEED BETWEEN GUNWHARF QUAYS LIMITED
AND WARNERS (UNITED KINGDOM) LIMITED DATED
19 NOVEMBER 2004

Amount secured by the mortgage or charge

£34,441.66 PLUS VAT

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

GUNWHARF QUAYS LIMITED (COMPANY REGISTRATION NO 04056210)

5 STRAND LONDON

Postcode WC2N 5AF

Presentor's name, address and
Reference (if any):

BLAKE LAPHORN LINNELL
NEW COURT
1 BARNES WALLIS RD
SEGENSWORTH
FAREHAM
HANTS PO15 5UA
Ref: CPI.CPD. eg. 124732-76

For official use
Public Office

Mortgage Section

Short particulars of all the property mortgaged or charged

THE RENT DEPOSIT, DEFINED IN THE RENT DEPOSIT DEED AS AN AMOUNT EQUAL TO SIX MONTHS' BASE RENT IN THE SUM OF £27,177.50, SERVICE CHARGE IN THE SUM OF £6,017.88 AND MARKETING CONTRIBUTION IN THE SUM OF £1,246.28 PLUS VAT, BEING THE SUM OF £34,441.66 PLUS VAT.

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)

Signed Blake Laphorn Linnell

Date 22-11-04

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 (Article 402). 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 (Article 405). 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 (Article 405), 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 Article 405(4) applies (property situate in Great Britain) and Form No.405 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 Box 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 are insufficient the particulars must be entered on the prescribed continuation sheet.



NI005449

CERTIFICATE OF THE REGISTRATION OF A MORTGAGE

Pursuant to Article 409(3) of the
Companies (Northern Ireland) Order 1986

I HEREBY CERTIFY that a Mortgage or Charge dated
the NINETEENTH day of NOVEMBER two-thousand and FOUR and created by

WARNER'S (UNITED KINGDOM) LIMITED

for securing all moneys now due, or hereafter to become due,
or from time to time accruing due from the Company to

GUNWHARF QUAYS LIMITED

on any account whatsoever, was this day REGISTERED pursuant to
Part XIII of the Companies (Northern Ireland) Order 1986.

Given under my hand at Belfast, this the TWENTY-NINTH day of
NOVEMBER two-thousand and FOUR

F. Brown

for the Registrar of
Companies for Northern Ireland