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COMPANIES FORM No. 395
Particulars of a mortgage or charge

127412/13
395

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

CHWP000

Pursuant to section 395 of the Companies Act 1985

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

*insert full name of Company

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

For official use Company number

8 870816

Name of company

Warner Estate Holdings Plc ("the Mortgagor")

Date of creation of the charge

28 September 2009

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

Charge of Securities ("the Charge")

Amount secured by the mortgage or charge

All the Mortgagor's liabilities to the Bank of any kind and in any currency (whether present or future actual or contingent and whether incurred alone or jointly with another) together with the Bank's charges and commission Interest and Expenses (the "Mortgagor's Obligations").

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

The Royal Bank of Scotland Plc ("the Bank")
36 St Andrew Square,
Edinburgh

Postcode: EH2 2YB

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

Berwin Leighton Paisner LLP
Adelaide House
London Bridge
London, EC4R 9HA
DX 92 London
Tel: 020 7760 1000
Ref: Legal.10627250.2/AREI/R0399.00604

For official Use (02/06)
Mortgage Section

Post room

THURSDAY



LD4 08/10/2009 67
COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

Please do not write
in this margin

See continuation sheet

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

Particulars as to commission allowance or discount (note 3)

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

Signed Bernin Leighton Pausner Date 8 October 2009

[†]delete as
appropriate

On behalf of mortgagee

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 Order are to be made payable to **Companies House**.
6. The address of the Registrar of Companies is: Companies House, Crown Way, Cardiff CF14 3UZ.

CHWP000

Please do not
write in this
binding margin

Particulars of a mortgage or charge (continued)

Continuation sheet No 1
to Form No 395 and 410 (Scot)

Company Number

870816

Please complete
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black type, or bold
block lettering

Name of Company

Warner Estate Holdings Plc ("the Mortgagor")

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

By way of security assignment the Company's whole right title and benefit to the Securities and all income derived from the Securities and all rights attaching to the Securities.

Notes:

1. The Charge provides that following the occurrence of an Event of Default which is continuing if the Bank so requires to mandate to the Bank all dividends distributions and other income arising from the Securities and at the request of the Bank following an Event of Default which is continuing to transfer legal title to any of the Securities to the Bank or its nominee and to procure that any such Securities are registered in the name of the Bank or its nominee.

2. The Charge provides that the Mortgagor will not without the Bank's prior written consent create or permit to arise any mortgage charge or lien on the Securities.

3. The Charge provides that the Bank may appropriate all payments received for the account of the Mortgagor in reduction of any part of the Mortgagor's Obligations as the Bank decides.

4. The Charge provides that Mortgagor will at the Mortgagor's own cost at the Bank's request execute any deed or document and take any action required by the Bank to perfect this security or further to secure on the Securities the Mortgagor's Obligations.

5. The Charge contains the following definitions:

"Expenses" means all expenses (on a full indemnity basis) incurred by the Bank at any time in connection with the Securities or the Mortgagor's Obligations or in taking or perfecting the Charge or in preserving defending or enforcing the security created by the Charge or in exercising any power under the Charge or otherwise with Interest from the date they are incurred.

"Event of Default" has the meaning ascribed to it in the Facility Agreement.

"Facility Agreement" means the facility agreement between, amongst others, Warner Estate Holdings plc and the Bank originally dated 10 November 2003 and subsequently amended and restated pursuant to amendment agreements dated 22 December 2006, 25 January 2007, 14 June 2007, 27 June 2007, 16 August 2007, 20 December 2007, 20 May 2008 and 17 December 2008 and as may be amended and or restated from time to time.

"Interest" means interest at the rate(s) charged to the Mortgagor by the Bank from time to time.

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

"Securities" means any stocks shares bonds warrants or other securities (certificated or uncertificated) from time to time (1) comprising all shares held by the Mortgagor from time to time in Warner Estate Development (Folkestone) Limited, Warner Estate Investments Limited, Warner Estate Asset Management Limited and Warner Estate Property Management limited or (2) named in any schedule supplied by or on behalf of the Mortgagor to the Bank by reference to the Charge or (3) in respect of which title or the relative account entries is/are held in the name of or to the order of the Bank or its nominee or (4) in respect of which the relative certificates or other title documents are deposited with or held to the order of the Bank or its nominee.



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. 870816
CHARGE NO. 8**

**THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A CHARGE OF SECURITIES DATED
28 SEPTEMBER 2009 AND CREATED BY WARNER ESTATE
HOLDINGS PLC FOR SECURING ALL MONIES DUE OR TO
BECOME DUE FROM THE COMPANY TO THE ROYAL BANK OF
SCOTLAND PLC 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 8 OCTOBER 2009**

GIVEN AT COMPANIES HOUSE, CARDIFF THE 9 OCTOBER 2009



Companies House
— for the record —



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