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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

A fee of £10 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		
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02903180

133955/10

Name of company

* Vere Street Investments Limited

Date of creation of the charge

5th March 2003

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

Deposit Agreement

Amount secured by the mortgage or charge

£14,500,000.00 representing the proceeds of a charge over property known as The Port Arcades, Ellesmere Port as continuing security for the sums due and owing to Canada Life Limited by the Company pursuant to a Facility Letter dated 27th April 1994 made between the Canada Life Assurance Company and the Company and a Supplemental Facility Letter dated 24th April 1997 made between the Company and the Canada Life Assurance Company secured inter alia by:

- (i) a Fixed and Floating Charge dated 6th May 1994 between the Company (1) Warner Estates Holdings Plc (2) Lancaster Holdings Limited (3) and the Canada Life Assurance Company (4);
- (ii) a Fixed Charge dated 6th May 1994 between Lancaster Holdings Limited (1) and the Canada Life Assurance Company (2);
- (iii) a Supplemental Charge and Deed of Release dated 30th September 1996 between the Company (1) Warner Estates Holdings Plc (2) Lancaster Holdings Limited (3) and the Canada Life Assurance Company (4);
- (iv) a Deed of Variation and Confirmation of Charge dated 2nd May 1997 between the Company (1) Warner Estates Holdings Plc (2) and the Canada Life Assurance Company (3);

See Addendum 2/4

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

Canada Life Limited, Martin House, 5 Martin Lane, London

Postcode EC4R ODP

Presenter's name address and
reference (if any):
Baker & McKenzie
100 New Bridge Street
London EC4V 6JA

For official Use
Mortgage Section



A14
COMPANIES HOUSE

0388
14/03/03

Time critical reference

Short particulars of all the property mortgaged or charged

The deposited sum of £14,500,000.00 in substitution of the leasehold property formerly subject to a Fixed and Floating Charge over such property known as The Port Arcades, Ellesmere Port.

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

Particulars as to commission allowance or discount (note 3)

Signed

Baker & McKenzie

Date 13th March 2003

On behalf of chargee[†]

A fee of £10 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 Cheques and Postal Orders are to be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is:-
Companies House, Crown Way, Cardiff CF14 3UZ

Company number

Name of company

* insert full name
of 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)

(v) a Deed of Supplemental Charge dated 9th April 2001 between the Company (1) Warner Estates Holdings Plc (2) and the Canada Life Assurance Company (3); and

(vi) a Deed of Supplemental Charge dated 9th August 2002 between the Company (1) Warner Estates Holdings Plc (2) and the Canada Life Assurance Company (3).

Company number

Name of company

* insert full name
of company

*

Addendum 3/4

3. Names, addresses and description of the mortgagees or persons entitled to the charge (continued)

Company number

Name of company

* insert full name
of company

*

Addendum 4/4

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

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02903180

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEPOSIT AGREEMENT DATED THE 5th MARCH 2003 AND CREATED BY VERE STREET INVESTMENTS LIMITED FOR SECURING £14,500,00 DUE OR TO BECOME DUE FROM THE COMPANY TO CANADA LIFE 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 14th MARCH 2003.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 19th MARCH 2003.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —