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COMPANIES FORM No. 395

236482/10.

395

Particulars of a mortgage or charge

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 1995

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

(Address overleaf - Note 6)

2

3978497

Name of company

*Insert full name of company

PROSPECTO LIMITED

Date of creation of the charge

20 May 2009

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

RENT DEPOSIT DEED

Amount secured by the mortgage or charge

SEE CONTINUATION SHEET

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

MITCHELLS & BUTLERS RETAIL (NO. 2) LIMITED of 27 Fleet Street, Birmingham B3 1JP

Postcode

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

EVERSHEDS LLP

115 Colmore Row, Birmingham B3
3AL

(Ref: HICKSJM/040652.014788)

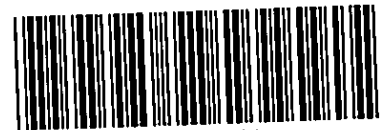
Time critical reference

For official Use

Mortgage section

Post room

WEDNESDAY



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10/06/2009

238

COMPANIES HOUSE

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

A first fixed equitable charge to the Landlord over the Deposit given by the Tenant with full title guarantee as continuing security to ensure that the Tenant complies with its obligations under the Rent Deposit Deed.

The "Deposit" is defined in the Rent Deposit Deed as £10,000 and any further sums that shall be paid by the Tenant to the Landlord to ensure that the current balance of the Deposit is at all times equal to £10,000.

On the date of the Rent Deposit Deed, the Tenant paid to the Landlord £10,000 which the Landlord may use for its own purposes and may mix it with its own monies.

The Rent Deposit Deed provides that on the Repayment Date the Landlord will repay to the Tenant the amount of the Deposit it holds after deducting any amount owed by the Tenant to the Landlord under the Lease and any damages for not complying with the Covenants.

The "Repayment Date" is defined as the earlier of either the date of which the Tenant assigns the Lease with the Landlord's consent or the date on which the Lease and any statutory continuation of it has come to an end (other than by an event of Default) and the Landlord has been given vacant possession of the Premises (subject to the rights of any undertenants in occupation of the Premises or any part under the Landlord and Tenant Act 1954).

"Event of Default" is defined as one or more of the following events:

- (a) the disclaimer of the Lease by the Crown or by a liquidator or trustee in bankruptcy of the Tenant;
- (b) if the Tenant is a company, the Tenant is struck off the register of companies or otherwise ceases to exist; and
- (c) the forfeiture of the Lease.

Particulars as to commission allowance or discount (note 3)

Signed



Date

9 June 09

On behalf of ~~[company]~~ [mortgagee/chargee]†

A fee of £10 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 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

Particulars of a mortgage or charge (continued)

Please do not write in this
binding margin

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

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

Company number

3978497

Name of company

*Insert full name of company

PROSPECTO LIMITED

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

The Landlord is able to use any part of the Deposit to make good any loss it suffers because the Tenant fails to comply with the Covenants.

The "Deposit" is defined as £10,000 which the Tenant charges and/or assigns to the Landlord as security for payment of any sums due under the Lease which the Landlord may use for its own purposes and mix with its own monies.

The "Lease" is defined as a lease of the Premises dated 20 March 2007 made between (1) Mitchells & Butlers Retail (No. 2) Limited and (2) Prospecto Limited and (3) Paul Derek Riley and David Hall together with any documents supplemental or ancillary to it excluding the Deed of Variation.

The "Premises" are defined as the premises known as The Crown Hotel, Pooley Bridge, Penrith, Cumbria, CA10 2NP and are more particularly defined in the Lease. The "Landlord" is MITCHELLS & BUTLERS RETAIL LIMITED and the "Tenant" is Propsecto Limited.

The "Covenants" are defined as the obligations and conditions in the Lease to be complied with by a tenant of the Lease, including the obligation to pay the rent

The "Deed of Variation" is defined as a Deed of Variation dated 20 March 2007 made between (1) Mitchells & Butlers Retail (No. 2) Limited and (2) Mitchells & Butlers Retail Limited (3) Prospecto Limited and (4) Paul Derek Riley and David Hall.

"Event of Default" is defined as one or more of the following events:

- (a) the disclaimer of the Lease by the Crown or by a liquidator or trustee in bankruptcy of the Tenant;
- (b) if the Tenant is a company, the Tenant is struck off the register of companies or otherwise ceases to exist; and
- (c) the forfeiture of the Lease

References to "this Deed" are to the Rent Deposit Deed.



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. 3978497
CHARGE NO. 2**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A RENT DEPOSIT DEED DATED 20
MAY 2009 AND CREATED BY PROSPECTO LTD. FOR SECURING
£10,000 AND ALL OTHER MONIES DUE OR TO BECOME DUE
FROM THE COMPANY TO MITCHELLS & BUTLERS RETAIL
(NO.2) 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 10 JUNE 2009

GIVEN AT COMPANIES HOUSE, CARDIFF THE 11 JUNE 2009



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES