

## 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.**

CHFP025

Please do not  
write in  
this margin

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

\*insert full name  
of Company

Pursuant to section 395 of the Companies Act 1985

ACE 00400107

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

For official use

Company number

1116

04467104

Name of company

\* Sun CP Midco Limited (the "Company")

**Date of creation of the charge**

19 June 2007

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

A security over shares deed dated 19 June 2007 between, amongst others, the Company and Capita Trust Company Limited as security trustee (the "Borrower Security Trustee") (the "Charge")

Amount secured by the mortgage or charge

Any liability of the Company to the Tax Covenant Beneficiaries which arises as a consequence of a breach of its obligations under Clauses 9.3.1 to 9.3.4 of the Tax Deed of Covenant (the "Chargor Secured Obligations")

For further definitions, please see attached Schedule 1

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

Capita Trust Company Limited  
7th Floor, Phoenix House, 18 King William Street, London

Postcode EC4N 7HE

Presentor's name address and  
reference (if any)

Clifford Chance LLP  
10 Upper Bank Street  
London  
E14 5JJ

Via L.C

Time critical reference

For official Use (06/2005)

## Mortgage Section

| Post room

WEDNESDAY



**LD5**

\*L4PAPQY1\*

04/07/2007

450

COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

The Company charges its Charged Portfolio, with full title guarantee and by way of second ranking fixed charge, in favour of the Borrower Security Trustee to hold the same on trust for the Tax Covenant Beneficiaries for the payment and discharge when due of its Chargor Secured Obligations

The Charge also includes

- (a) a covenant for further assurance, and
- (b) a negative pledge

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)

N/A

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

Signed

Clifford Chance LLP

Date

4 July 2007

On behalf of ~~XXXXXXXXXXXXXXXXXX~~ [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 (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**.

**Schedule to Form 395 with regard to a Security Over Shares Deed dated 19 June 2007  
made between, amongst others, the Company and the Borrower Security Trustee**

**Schedule 1 - Definitions**

**"Arranger"** means Merrill Lynch International, Citigroup Global Markets Limited and The Royal Bank of Scotland plc

**"Borrowers"** means Comet Refico Limited (incorporated and registered in England and Wales number 0599431) and Forest Refico Limited (incorporated and registered in England and Wales number 05994320)

**"Charged Portfolio"** means, in relation to the Company, its Charged Shares and the Related Assets

**"Charged Shares"** means, in relation to the Company, the shares shown opposite its name in the below table

Obligor	Company Number	Name of Investment	Shareholding (Percentage of ordinary Charged Shares)
<b>COMET GROUP</b>			
CP Cayman Topco	WK-185237	CP Cayman Limited	100% of the issued share capital
		Forest Cayco	199,425 ordinary shares of £0 01  3,956,691 71 preference shares of £0 01
		CP Cayman Subtopco	100% of the issued share capital
		Forest Cayco Topco	1,328,170 50 ordinary shares of £0 01
CP Cayman Limited	WK-165512	CP Comet Holdings Limited	100% of the issued share capital
		UK Parcs Holdings S à r l	100% of the issued share capital
CP Comet Holdings Limited	05781362	CP Comet Bidco Limited	100% of the issued share capital
CP Comet Bidco	05779555	Comet Refico Limited	100% of the issued share

Obligor	Company Number	Name of Investment	Shareholding (Percentage of ordinary Charged Shares)
Limited			capital
Comet Refico Limited	05994315	Sun CP Newtopco Limited	100% of the issued share capital
Sun CP Newtopco Limited	05456406	Sun CP Newmidco Limited	100% of the issued share capital
Sun CP Newmidco Limited	05456337	CP (Sherwood Property) Limited	100% of the issued share capital
		Longleat Property Limited	100% of the issued share capital
		Elveden Property Limited	100% of the issued share capital
		CP (Oasis Property) Limited	100% of the issued share capital
		Sun CP Midco Limited	1 ordinary share of £1 00
		Sun CP Asset Management Limited	1 ordinary share of £1 00
		Sun CP Properties Limited	1 ordinary share of £1 00
		Sun CP Topco Limited	100% of the issued share capital
		Carp (UK) 2 Limited	1 ordinary share of £1 00
		Carp (UK) 3 Limited	1 ordinary share of £1 00
Sun CP Topco Limited	04466962	Sun CP Midco Limited	2,508,738 ordinary shares of £1 00
		Sun CP Asset Management Limited	1 ordinary share of £1 00
Sun CP Midco Limited	04467104	Sun CP Properties Limited	90,000 ordinary shares of £1.00

Obligor	Company Number	Name of Investment	Shareholding (Percentage of ordinary Charged Shares)
Sun CP Properties Limited	04467230	Carp (Jersey) 2 Limited	100% of the issued share capital
Carp (Jersey) 2 Limited	83484	Carp (H) Limited	100% of the issued share capital
Carp (H) Limited	04246719	Carp (CP) Limited	100% of the issued share capital
Carp (CP) Limited	04246739	Carp (UK) 1 Limited	100% of the issued share capital
Carp (UK) 1 Limited	04007584	Carp (UK) 2 Limited	9,980,000 ordinary shares of £1 00
Carp (UK) 2 Limited	04066196	Carp (UK) 3 Limited	9,980,000 ordinary shares of £1 00
Carp (UK) 3 Limited	04066200	Carp (L) Limited	100% of the issued share capital
		Carp (UK) 3A Limited	100% of the issued share capital
		Carp (S) Limited	91,392,558 ordinary shares of £1 00
		Carp (O) Limited	100% of the issued share capital
Carp (UK) 3A Limited	04246811	Carp (E)	1 ordinary share of £1 00
		Carp (NW) Limited	1 ordinary share of £1 00
Carp (O) Limited	04246938	Carp (E)	1 ordinary share of £1 00
		Carp (NW) Limited	1 ordinary share of £1 00
Carp (L) Limited	03920523	Carp (S) Limited	1 ordinary share of £1 00
<b>FOREST GROUP</b>			
Forest Cayco	WK-185243	Forest Cayco	100% of the issued share

Obligor	Company Number	Name of Investment	Shareholding (Percentage of ordinary Charged Shares)
Topco			capital
		Forest Cayco Subtopco	100% of the issued share capital
Forest Cayco	WK-163391	Forest Holdco Limited	100% of the issued share capital
		Forest Luxco S à r l	100% of the issued share capital
Forest Holdco Limited	05724101	Forest Midco Limited	100% of the issued share capital
Forest Midco Limited	05724326	Forest Bidco Limited	100% of the issued share capital
Forest Bidco Limited	05724323	Forest Refico Limited	100% of the issued share capital
Forest Refico Limited	05994320	Center Parcs (UK) Group Limited	100% of the issued share capital
Center Parcs (UK) Group Limited	04974661	Center Parcs Spa Division Holdings Limited	100% of the issued share capital
		Center Parcs (Jersey) 1 Limited	100% of the issued share capital
Center Parcs (Jersey) 1 Limited	83483	Center Parcs (Block 1) Limited	100% of the issued share capital
		Center Parcs (Block 2) Limited	100% of the issued share capital
		Center Parcs (Operating Company) Limited	100% of the issued share capital
Center Parcs (Operating Company) Limited	043969332	Center Parcs Limited	100% of the issued share capital

Obligor	Company Number	Name of Investment	Shareholding (Percentage of ordinary Charged Shares)
Center Parcs Limited	01908230	Center Parcs Energy Services Limited	100% of the issued share capital
		Centrepark Limited	100% of the issued share capital
		Center Parcs Card Services Limited	100% of the issued share capital
		Center Parcs (Nominees) Limited	100% of the issued share capital

**"Facility Agreement"** means the secured facilities agreement dated 8 December 2006 made between Comet Refico Limited and Forest Refico Limited as original borrowers, the Original Guarantors, the Arranger, the Original Lenders, the Tranche A Agent, the Tranche B Agent and the Borrower Security Trustee as amended and restated from time to time

**"Loan"** means a Tranche A Loan or a Tranche B Loan

**"Original Guarantors"** means CP Comet Bidco Limited, Comet Refico Limited, Sun CP Newtopco Limited, Sun CP Newmidco Limited, CP (Sherwood Property) Limited, Longleat Property Limited, Elveden Property Limited, CP (Oasis Property) Limited, Sun CP Topco Limited, Sun CP Midco Limited, Forest Bidco Limited, Forest Refico Limited, Center Parcs (UK) Group Limited, Center Parcs (Jersey) 1 Limited, Center Parcs (Operating Company) Limited, Center Parcs Limited and Center Parcs Energy Services Limited

**"Original Lenders"** Merrill Lynch International Bank Limited, London Branch, Citibank, N A , London Branch and The Royal Bank of Scotland plc

**"Related Assets"**, in relation to any Charged Shares, means all dividends, interest and other monies payable in respect of such Charged Shares and all other rights, benefits and proceeds in respect of or derived from such Charged Shares (whether by way of redemption, bonus, preference, option, substitution, conversion or otherwise) and any further shares held by the Company from time to time

**"Tax Covenant Beneficiaries"** means each of

- (a) CP Comet Bidco Limited,
- (b) Comet Refico Limited,
- (c) Sun CP Newmidco Limited,
- (d) CP (Sherwood Property) Limited,

- (e) Longleat Property Limited,
- (f) Elveden Property Limited,
- (g) CP (Oasis Property) Limited,
- (h) Forest Bidco Limited,
- (i) Forest Refico Limited,
- (j) Center Parcs (Operating Company) Limited, and
- (k) Center Parcs Limited

**"Tax Deed of Covenant"** means the tax deed of covenant dated 19 June 2007 between, *inter alios*, the Borrowers, the Original Guarantors and the Borrower Security Trustee

**"Tranche A Agent"** means Capmark Services Ireland Limited

**"Tranche A Facility"** means the term loan facility made available to the Borrowers pursuant to Clause 2 1 (a) (*The Facilities*) of the Facility Agreement

**"Tranche A Loan"** means a loan made or to be made under the Tranche A Facility or the principal amount outstanding for the time being of that loan

**"Tranche B Agent"** means Capmark Services Ireland Limited

**"Tranche B Facility"** means the term loan facility made available under Clause 2 1(b) (*The Facilities*) of the Facility Agreement

**"Tranche B Loan"** means a loan made or to be made under the Tranche B Facility or the principal amount outstanding for the time being of that loan



FILE COPY



## CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No 04467104

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A SECURITY OVER SHARES DEED DATED THE 19th JUNE 2007 AND CREATED BY SUN CP MIDCO LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE TAX COVENANT BENFICIARIES 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 4th JULY 2007.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 10th JULY 2007

L.C.  
Can



*Companies House*

— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES