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CHFP004

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

156603/20
395

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

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

FEE	
£	10
For official use	
1	

Company number
5188098

Name of company

* STADIUM RETAIL INVESTMENTS (2004) LIMITED

Date of creation of the charge

23 December 2004

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

Legal Charge

Amount secured by the mortgage or charge

All the Company's liabilities to The Royal Bank of Scotland plc (the 'Bank') of any kind and in any currency (whether present or future actual or contingent and whether incurred alone or jointly with another) including banking charges, commission, interest, costs and expenses.

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

The Royal Bank of Scotland plc

36 St Andrew Square

Edinburgh

Postcode

EH2 2YB

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

Our Ref: LEM/IAA Walker Morris, Kings
Court, 12 King Street, Leeds LS1 2HL

Time critical reference

For official Use
Mortgage Section

Post room



LD4
COMPANIES HOUSE

0453
29/12/04

Short particulars of all the property mortgaged or charged

1 By way of legal mortgage:-

Llandudno Retail Park, Llandudno and comprised in a lease dated 23 December 2004 made between Mostyn Estates Limited (1) and Stadium Retail Investments (2004) Limited (2) (the 'Property') and all legal interest therein to the full extent of the Company's interest in the Property or its proceeds of sale

2 By way of fixed charge:-

- ✓ 2.1 all the fixtures and fittings of the Company from time to time attached to the Property.
- ✓ 2.2 all the plant and machinery vehicles and computer equipment of the Company now and in the future not regularly disposed of in the ordinary course of business and all associated warranties and maintenance contracts.
- ✓ 2.3 all the furniture furnishings equipment tools and other chattels of the Company now and in the future at the Property and not regularly disposed of in the ordinary course of business.
- ✓ 2.4 the present and future goodwill of any business carried on at the Property by or on behalf of the Company all the rents receivable from any lease granted out of the Property and the proceeds of any insurance from time to time affecting the Property or the assets referred to above.

Note:- The Legal Charge contains covenants by the Company not without the Bank's prior written consent to:

- (a) create or permit to arise any mortgage charge or lien on the charged property, nor to dispose of the charged property;
- (b) grant or accept a surrender of any lease or licence or part with or share possession or occupation of the Property.

Particulars as to commission allowance or discount (note 3)

NIL

For The Royal Bank of Scotland plc

Signed



Date 28 December 2004

On behalf of [mortgagee/chargee]†

Please do not write in this margin

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

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 CF4 3UZ, DX: 33050 Cardiff

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 05188098

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 23rd DECEMBER 2004 AND CREATED BY STADIUM RETAIL INVESTMENTS (2004) LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE ROYAL BANK OF SCOTLAND PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 29th DECEMBER 2004.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 6th JANUARY 2005.

GRH
P



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES