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

*insert full name
of Company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

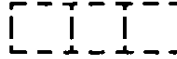
A fee of £13 is payable to Companies House in respect
of each register entry for a mortgage or charge.

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number



5603111

Name of company

* Stadium (Widnes) Limited

Date of creation of the charge

14 January 2009

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

Charge and Assignment

Amount secured by the mortgage or charge

All the Company's liabilities to the Finance Parties under the Finance Documents (each defined in a loan agreement dated 13 March 2008) and made between Stadium Parkgate(Holdings) Limited (as Original Borrower) (1) the subsidiaries of the Parent listed in Part 1 of Schedule 1 thereto (together with the Parent as Original Guarantors) (2) The Royal Bank of Scotland plc (as Arranger) (3) the financial institutions listed in Part II of Schedule 1 thereto (as Original Lenders) (4) The Royal Bank of Scotland plc (as Agent) (5) The Royal Bank of Scotland plc (as Security Trustee) (6) and The Royal Bank of Scotland plc (as Hedge Counterparty) (7) 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 Finance Parties' charges and commission interest and expenses

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

The Royal Bank of Scotland plc (as Agent and Security Trustee for the Finance Parties) (the Security Trustee)
Level 3, 2 1/2 Devonshire Square, London

Postcode EC2M 4XJ

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

Walker Morris Solicitors
Kings Court
12 King Street
Leeds
LS1 2HL

JMP/AKH/RBS.1-1085

Time critical reference

For official Use (02/01/2009)
Mortgage Section

SATURDAY



A63

AIRCL6L7

17/01/2009

57

COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

The Company with full title guarantee and as a continuing security for the payment and discharge of the Company's obligations:

1. charged and agreed to charge to and in favour of the Security Trustee as agent and trustee for the Finance Parties all its right, title and interest present and future to, in and arising out or in respect of:
 - (a) the Agreements (as defined below) and all rights, titles, benefits, monies receivable and interests of the Company whatsoever (whether present, future, proprietary, contractual or otherwise) under them, arising from them or evidenced by them or by any variation, amendment or extension of them;
 - (b) the Company's estate or interest in any property the subject of the Agreements present and future and in every conveyance, assignment, transfer, lease or licence which may be granted to the Company in relation to the subject of the Agreements, whether or not granted pursuant to the subject of the Agreements including without limitation all claims for damages in respect of any breach of the Agreements and the full benefit of all guarantees, indemnities, debentures, mortgages, charges and other security and claims against insurers in respect of them; and
 - (c) the Company's estate, right, title or interest in any warranty, guarantee, assurance, collateral agreement or similar matter granted to the Company (continued on Continuation Sheet)

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)

nil

Signed

Mark Mann

Date

16/01/09

On behalf of ~~XXXXXXXXXXXXXXXXXXXX~~ [chargee] †

A fee 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 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

Name of company

*insert full name
of Company

* Stadium (Widnes) Limited

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)

Addendum 3/4

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

Addendum 4/4

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

(c)in relation to the subject matter of the Agreements, whether or not granted pursuant to the Agreements

2. assigned by way of security to the Security Trustee as agent and trustee for the Finance Parties th benefit of the Agreements and all its entitlements to the receipt of all monies from time to time payable to it or receivable under the terms of the Agreements

The Company shall remain liable to perform all the obligations assumed by it under the Agreements and the Security Trustee shall be under no obligation of any kind whatsoever under them or be under any liability whatsoever in the event of any failure by the Company to perform its obligations under them.

Notes

The Charge and Assignment contains covenants by the Company with the Security Trustee: -
(a) Not without the previous written consent of the Security Trustee to terminate or take steps to terminate any of the Agreements.

(b) Not to do or cause or permit to be done anything that may in any way depreciate or otherwise prejudice the value of the Security Trustee's security under the Charge and Assignment

(c) Not without the previous written consent of the Security Trustee to create or permit to subsist any mortgage, charge, pledge, lien, hypothecation or security arrangement or other encumbrance of any kind on or over the assets, agreement, documents and rights, titles and interest in them and monies receivable and accounts arising under them which may now or in the future be the subject of the security created by or pursuant to the Charge and Assignment (the 'Charged Assets') ranking in priority to pari passu with or subsequent to the security constituted in the Charge and Assignment. Not without the previous written consent of the Security Trustee to sell, transfer, assign, surrender, cancel or otherwise dispose of all or any part of the Charged Assets or enter into any agreement to do any of the same except where that agreement is conditional on the Security Trustee's consent being obtained and not amend, vary, extend, release, determine or rescind the agreements for lease or grant any time or indulgence or compound with discharge, waive, release or any the

Company number

5603111

Name of company

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* Stadium (Widnes) Limited

liability of any person under them or consent to any act or omission which would otherwise constitute a breach or concur in accepting or varying any compromise arrangement or settlement relating to them or do or suffer any act or thing whereby the recovery of any moneys payable may be delayed or impeded

In this form, "Agreements" means the following agreement to lease in respect of the property known as The Windmill Centre, Lagsdale Road, Widnes:

(i) made between Stadium (Widnes) Limited (1) River Island Clothing Co. Limited (2) dated 2



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. 5603111
CHARGE NO. 10**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A CHARGE AND ASSIGNMENT
DATED 14 JANUARY 2009 AND CREATED BY STADIUM
(WIDNES) LIMITED FOR SECURING ALL MONIES DUE OR TO
BECOME DUE FROM THE COMPANY TO THE FINANCE
PARTIES 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
17 JANUARY 2009

GIVEN AT COMPANIES HOUSE, CARDIFF THE 19 JANUARY
2009

P. SP.



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES