

19

43026

* BOLTON WANDERERS FOOTBALL & ATHLETIC COMPANY LIMITED
(the "Chargor")

Date of creation of the charge

29 SEPTEMBER 1995

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

CHARGE OVER ACCOUNTS (the "Charge")

Amount secured by the mortgage or charge

All present and future liabilities and obligations of the Chargor to the Bank, whether actual, contingent, sole, joint and/or several and in any other capacity whatsoever except for any liability or obligation which, if it were so included, would result in the Charge contravening section 151 of the Companies Act 1985.

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

The Co-operative Bank p.l.c. ("the Bank")

Manchester Business Centre, 1 Balloon Street

Manchester

Postcode

M60 4EP

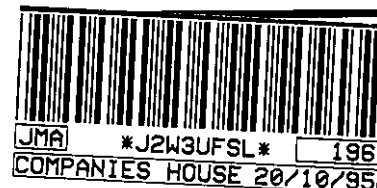
Presentor's name address and
reference (if any);

Halliwel Landau
St James's Court
Brown Street
Manchester
M2 2JF

RJM/C5142.1060

Time critical reference

For official use
Mortgage Section



By way of first fixed charge:-

- (a) all monies from time to time standing to the credit of all the accounts of the Chargor now or hereafter opened or maintained with the Bank at any of its branches, together with all entitlements to interest and all other rights, claims and benefits accruing thereto or earned or payable thereon (the "Deposit");
- (b) the right to payment or repayment of the Deposit, all certificates of deposit, deposit receipts and other instruments or securities relating thereto and all other rights, title and interest in and to the Deposit and accruing thereto or arising therefrom.

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)

Signed

Hallivell Landon

Date 19th October 1995

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

† 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.

Please do not
write in this
binding margin

Particulars of a mortgage or charge (continued)

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

CHA 116

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

Company Number

43026

Name of Company

BOLTON WANDERERS FOOTBALL & ATHLETIC COMPANY LIMITED ("the Company")

~~limited~~

* delete if
inappropriate

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

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

Please do not
write in this
binding margin

Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)

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

Restrictions on Dealing

The Chargor shall not without the prior written consent of the Bank:-

- (a) create, attempt to create, allow to arise or permit to subsist any mortgage, charge, pledge, lien, assignment, hypothecation or security, interest or any right of set-off, combination or consolidation or any other agreement or arrangement having the effect of conferring security or a priority of payment over all or any of the assets which are the subject of the Charge (other than one solely in favour of the Bank) or any interest therein;
- (b) whether in a single transaction or in a number of transactions (related or not), sell, assign, transfer, otherwise dispose of or grant any option over all or part of any of the assets which are subject to the Charge.

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



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 00043026

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A CHARGE OVER ACCOUNTS DATED THE 29th SEPTEMBER 1995 AND CREATED BY BOLTON WANDERERS FOOTBALL & ATHLETIC COMPANY LIMITED(THE) FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO CO-OPERATIVE BANK PLC ON ANY ACCOUNT WHATSOEVER EXCEPT FOR ANY LIABILITY OR OBLIGATION WHICH, IF IT WERE SO INCLUDED, WOULD RESULT IN THE CHARGE CONTRAVENING SECTION 151 OF THE COMPANIES ACT 1985 WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 20th OCTOBER 1995.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 24th OCTOBER 1995.

N. S. Berkley

N. S. BERKLEY
for the Registrar of Companies

