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CHFP025

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legibly, preferably
in black type, or
bold block lettering

*insert full name
of Company ✓

COMPANIES FORM No. 395

Particulars of a mortgage or charge

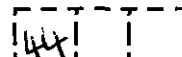
A fee of £10 is payable to Companies House in respect
of each register entry for a mortgage or charge.

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number



45611

Name of company

* Lincoln City Football Club Company Limited

Date of creation of the charge

✓ 10 May 2004

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

5. Debenture

Amount secured by the mortgage or charge

T Loan of £107,239.39 together with all monies and obligations and
liabilities owing by the Company to the Chargee.

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

T Wolverhampton & Dudley Breweries plc (Company No: 31461) whose
registered office is at PO Box 26 Park Brewery, Bath Road,
Wolverhampton

Postcode WD1 4NY

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

Cobbetts Solicitors
Trafalgar House
29 Park Place
Leeds LS1 2SP
✓ DX 14085 LEEDS PARK SQUARE

REF: NCP/W61533-141

Time critical reference

For official Use
Mortgage Section



A12
COMPANIES HOUSE
COMPANIES HOUSE

0445
20/05/04
15/05/04

Please see continuation sheet

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Particulars as to commission allowance or discount (note 3)

Signed



Date

14/5/04

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

CHFP025

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
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bold block lettering

Company Number

45611

Name of Company

Lincoln City Football Club Company Limited

XXXXXX

* delete if
inappropriate

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

Please complete
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bold block lettering

Please do not
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Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)

**Please complete
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bold block lettering**

1. The Chargor charges the following assets both present and future from time to time owned by the chargor or in which the Chargor may from time to time have an interest:

(a) by way of a legal mortgage the property known as Lincoln City Football Club Company Limited, Sincil Stadium, Sincil Bank, Lincoln LN5 8LD (the "Property");

(b) all other estates or interests in any freehold or leasehold property (other than the property charged by clause 1(a)) now or at any time prior to the release of this Debenture belonging to the Chargor:

(c) all stocks, shares or other securities now or at any time prior to the release of this Debenture belonging to the Chargor;

(d) all goodwill and uncalled capital of the Chargor;

(e) all insurance policies taken out in respect of the Charged Assets and the Licence and all claims and proceeds in respect of the Charged Assets and Licence;

(f) all book and other debts, revenues and claims whether actual or contingent and whether originally owing to the Chargor or required by it; and

(g) all cash of the Chargor and any amount standing to the credit of any bank account of the Chargor.

2. The Chargor with full title guarantee as a continued security to the permanent discharge of the secured liabilities hereby charged to the Chargee by way of a Floating Charge other than any property or assets effectively charged pursuant to the clause above.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 00045611

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 10th MAY 2004 AND CREATED BY LINCOLN CITY FOOTBALL CLUB COMPANY LIMITED FOR SECURING £107,239.39 AND ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO WOLVERHAMPTON & DUDLEY BREWERIES PLC WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 20th MAY 2004.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 21st MAY 2004.

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THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —