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* Insert full name
of company

COMPANIES FORM No. 395

B. £10
706614

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

395

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



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

For official use Company number

Name of company

42

45611

* LINCOLN CITY FOOTBALL CLUB COMPANY LIMITED

Date of creation of the charge

9th April 2001

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

DEBENTURE

Amount secured by the mortgage or charge

All Monies and liabilities present and future

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

THE CO-OPERATIVE BANK PLC
SECURITIES CENTRE, PO BOX 1AN, 53-57
BLANDFORD SQUARE, NEWCASTLE UPON TYNE

Postcode

NE99 1AN

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

SILLS & BETTERIDGE
46 Silver Street
LINCOLN LN2 1ED
DX 11025 Lincoln

For official use
Mortgage section



Time critical reference

Short particulars of all the property mortgaged or charged

1. Legal Mortgage over the freehold and leasehold property of the Company including the property comprised in Title Number LL 189383 known as Sincil Bank Stadium Sincil Bank Lincoln LN5 8LD owned at the date of this Debenture and the proceeds of sale thereof together with all buildings structures and fixtures from time to time thereon.

2. A Fixed Charge over:-

(a) All freehold leasehold and other immovable property belonging to or charged to the Company and the proceeds of sale thereof together with all buildings structures and fixtures from time to time thereon.

(b) All rights present and future under covenants of title given in relation to the property referred to above ("**the Property**") and the benefit of all its rights against any lessee sub-lessee licensee or other occupier (and their guarantors and sureties) of the Property

(c) All rights present and future under any contract for sale letting or other disposal of the Property and any option to renew any Lease or purchase any reversion (whether freehold or not) in relation to the

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A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge. (See Note 5)

Particulars as to commission allowance or discount (note 3)

NIL

Signed

Date

2001

On behalf of [company] [~~mortgagee/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. 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.

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Particulars of a mortgage or charge (continued)

Continuation sheet No 2
to Forms Nos 395 and 410 (Scot)

Please complete
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Company number

45611

*Delete if
inappropriate

Name of company

LINCOLN CITY FOOTBALL CLUB COMPANY

Limited*

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

Property and all rights present and future against persons in connection with any works carried out and/or services and/or goods supplied in the design constructing fitting out repair or replacement of the Property.

(d) All licences consents and authorisations (both public and private) present and future.

(e) All plant machinery vehicles computers and other equipment (unless it forms part of its stock in trade or work in progress) and all rights present and future against any person in respect of their design manufacture purchase installation repair and/or replacement.

(f) The Company's goodwill and uncalled capital.

(g) All stocks shares and other securities (including debt securities) and interest in any unincorporated business or entity at any time owned by the Company together with all rights and benefits and property in relation thereto.

(h) All interests in and rights under policies of insurance and assurance belonging to the company.

(i) All patents trade and service marks brand and trade names copyrights design rights registered designs trade secrets know-how inventions confidential information and other intellectual property rights including the benefit of any pending applications for any of them belonging to the Company including all the company's rights under any agreements both present and future relating to the use or exploitation of such rights.

(j) All book and other debts at any time owing to the Company and all other rights and claims against third parties (including deposits and credit balances held by the Bank and third parties) capable of being satisfied by the payment of money at any time belonging to the Company together with the benefit of all related rights and remedies (including equitable rights and rights under guarantees indemnities liens and other encumbrances)

3. A Floating Charge over all the Company's undertaking Property and assets whatever and wherever both present and future (including heritable and other property and assets in Scotland)

Pursuant to the Debenture the Company has agreed that it will not without the prior written consent of the Bank create or allow to subsist any mortgage charge assignment by way of security pledge lien (save where

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arising by operation of law in the usual course of business) hypothecation preferential rights (save as arising under the general law for the protection of certain classes of creditors) or trust or other arrangement made for the purpose of or having an economic or financial effect similar to that of security or other security interest of any kind over any of the assets charged by the Debenture nor attempt or agree to do so and the Company will not sell transfer assign factor discount or otherwise dispose of any of the assets charged by the Debenture without the prior written consent of the Bank (except of a disposal at market value in the usual course of trading of assets charged by way of Floating Charge only) or attempt to agree to do so.

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

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

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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 9th APRIL 2001 AND CREATED BY LINCOLN CITY FOOTBALL CLUB COMPANY LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO CO-OPERATIVE BANK PLC WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 10th APRIL 2001.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 13th APRIL 2001.

P.
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THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —