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CHFP014

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binding marginPlease 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

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 5)

For official use

Company number

53268

Name of company

* **BURY FOOTBALL CLUB COMPANY LIMITED ("THE COMPANY")**

Date of creation of the charge

31 OCTOBER 2003

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

DEED OF ASSIGNMENT ("THE DEED") EXECUTED BY THE COMPANY IN FAVOUR OF THE PROFESSIONAL FOOTBALLERS' ASSOCIATION ("THE PFA")

Amount secured by the mortgage or charge

07

ALL MONIES, OBLIGATIONS AND LIABILITIES (WHETHER PRESENT OR FUTURE, ACTUAL OR CONTINGENT) ON THE PART OF THE COMPANY TO THE PFA TO BE PAID, PERFORMED OR DISCHARGED, WHETHER DIRECTLY OR INDIRECTLY, UNDER OR PURSUANT TO THE TERMS OF THE LOANS, THIS DEED OR OTHER FINANCIAL ACCOMMODATION FROM TIME TO TIME GRANTED OR OTHERWISE MADE AVAILABLE TO THE COMPANY BY THE PFA, TOGETHER WITH ALL EXPENSES AND ANY INTEREST CHARGED UNDER THE TERMS OF THE DEED.

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

THE PROFESSIONAL FOOTBALLERS' ASSOCIATION**20 OXFORD COURT, BISHOPSGATE, MANCHESTER**Postcode **M2 3WQ**Presentor's name address and
reference (if any) :**GEORGE DAVIES
SOLICITORS
68 FOUNTAIN STREET
MANCHESTER M2 2FB
(MWG 2142/270)**

Time critical reference

For official Use
Mortgage Section

Post room

**A36
COMPANIES HOUSE**

ARL4WPU6

**0665
08/11/03**

FIFTY PER CENT OF ALL DEBTS, BOTH PRESENT AND FUTURE, DUE OR OWING TO, OR PURCHASED OR OTHERWISE ACQUIRED BY, THE COMPANY FROM THE FOOTBALL LEAGUE (AND THE BENEFIT OF ALL CLAIMS AND/OR OTHER RIGHTS OR BENEFITS IN CONNECTION THEREWITH) FOR THE 2003/2004, 2004/2005 AND 2005/2006 SEASONS AS THE COMPANY'S FULL ENTITLEMENT TO DISTRIBUTION OF ITS SHARE OF THE POOL ACCOUNT AND ANY OTHER SUMS RELATING THERETO, PURSUANT TO ARTICLES 59 TO 69 INCLUSIVE OF THE ARTICLES OF ASSOCIATION ARISING FROM OR RELATING TO THE PROVISION BY THE FOOTBALL LEAGUE CLUBS AND FORMER FOOTBALL LEAGUE CLUBS OF RIGHTS AND/OR SERVICES TO THE FOOTBALL LEAGUE; ALL TRANSFER FEES DUE TO THE COMPANY THAT ARE PAID TO THE COMPANY DIRECT OR THROUGH THE FOOTBALL LEAGUE OR HOWSOEVER; ALL (IF ANY) MONIES WHICH ARE PAYABLE TO THE COMPANY FOR THE FUTURE APPEARANCE OF A PLAYER FOR A PURCHASING FOOTBALL CLUB OR FOR THE SELLING ON OF THE PLAYER BY THE PURCHASING FOOTBALL CLUB; AND ANY SUMS THAT ARE PAID TO THE COMPANY DIRECT OR THROUGH THE FOOTBALL LEAGUE OR HOWSOEVER RELATING TO THE COMPANY'S PROGRESSION BEYOND THE FIRST ROUND OF THE CARLING CUP (BUT NOT TO INCLUDE SUMS THAT ARE PAYABLE TO THE COMPANY IN RELATION TO THE 1ST ROUND OF THE CARLING CUP);

PLEASE SEE SCHEDULE 1 FOR DEFINITIONS USED IN THIS FORM

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binding margin

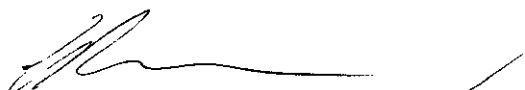
*Please complete
legibly, preferably
in black type, or
bold block letter*

Particulars as to commission allowance or discount (Note 3)

NONE

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

Signed



Date **4 NOVEMBER 2003**

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 situated in Scotland or Northern Ireland) and Form No. 398 is submitted.
- 2 A description of the instrument, eg "Trust Deed", "Debentures", "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

Schedule 1

Definitions

Articles of Association: the articles of association of the Football League Limited contained in the Football League Handbook (as from time to time in force) and “**Article**” shall be construed accordingly;

Expenses: all legal and other costs, charges, expenses and/or liabilities (including any VAT thereon) paid or, if earlier, incurred by or on behalf of the PFA or any Receiver in each case on a full indemnity basis in relation to any of the Receivables or in protecting, preserving, improving, considering the enforcement or exercise of or enforcing or exercising or attempting to enforce or exercise, any rights under or pursuant to this Deed and any associated documents and/or in procuring the payment, performance or discharge of any of the Secured Obligations and including, without limitation, the principal amount due under the Deed of Covenant together with interest thereon and all other expenses and/or liabilities of the PFA or any Receiver paid or incurred from time to time in relation to the exercise of any right or power on the part of the PFA or any Receiver referred to in the Finance Documents;

Football League: The Football League Limited or a combination of association football clubs comprising the clubs known as “**The Football League**”;

Loans: the sums loaned by the PFA to the Company as follows:-

29 October 2001 £110,000

4 January 2002 £60,000

12 February 2002 £46,000

Receivables: fifty per cent of all debts, both present and future, due or owing to, or purchased or otherwise acquired by, the Company from the Football League (and the benefit of all claims and/or other rights or benefits in connection therewith) for the 2003/2004, 2004/2005 and 2005/2006 Seasons as the Company’s full entitlement to distribution of its share of the Pool Account and any other sums relating thereto, pursuant to Articles 59 to 69 inclusive of the Articles of Association arising from or relating to the provision by the Football League Clubs and former Football League Clubs of rights and/or services to the Football League; all Transfer Fees due to the Company that are paid to the Company direct or through the Football League or howsoever; all (if any) monies which are payable to the Company for the future appearance of a player for a Purchasing Football Club or for the selling on of the player by the Purchasing Football Club; and any sums that are paid to the Company direct or through the Football League or howsoever relating to the Company’s progression beyond the first round of the Carling Cup (but not to include sums that are payable to the Company in relation to the 1st round of the Carling Cup);

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 00053268

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEED OF ASSIGNMENT DATED THE 31st OCTOBER 2003 AND CREATED BY BURY FOOTBALL CLUB COMPANY LIMITED(THE) FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE PROFESSIONAL FOOTBALLERS ASSOCIATION 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 8th NOVEMBER 2003.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 17th NOVEMBER 2003.

[Handwritten signature]



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES