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COMPANIES FORM No. 395

144527/10

Particulars of a mortgage or charge

395

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

2007797

00077797

Name of company

* The Football Association Limited

Date of creation of the charge

24 September 2002

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

Charge dated 24 September 2002 between Barlays Bank Plc (the "Bank") and The Football Association Limited (the "Borrower") in relation to the funding of a National Training Centre (the "Charge")

Amount secured by the mortgage or charge

All monies or liabilities which shall for the time being (and whether on or at any time after demand) be due, owing or incurred to the Bank by the Borrower whether actually or contingently and whether solely or jointly with any other person and whether as principal or surety, including interest, discount, commission or other lawful charges and expenses (including, without limitation, all costs and expenses incurred pursuant to Clauses 10 and 14 in the Charge) which the Bank may in the course of its business and in accordance with the relevant mandate signed by the Borrower charge in respect of any of the matters aforesaid or for keeping the Borrower's account and so that interest shall be computed and compounded according to the usual mode of the Bank and as may otherwise be agreed whether in the Facility Agreement, a mandate or any other agreement signed by the Borrower as well after as before any demand made or judgement obtained hereunder.

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

Barclays Banks Plc
50 Pall Mall
London

Postcode SW1A 1QA

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

Davenport Lyons
1 Old Burlington Street,
London,
W1S 3NL

BAR.2.126

Time critical reference

For official Use
Mortgage Section

Post room



A15
COMPANIES HOUSE

0454
27/09/02

1.1 As continuing security for the payment to the Bank of the Secured Amounts when due and owing and the due and punctual performance of the obligations of the Borrower under the Facility Letter (“Obligations”), the Borrower with full title guarantee:

1.1.1 assigns absolutely to the Bank by way of security throughout the world (and insofar as necessary by way of present assignment of future copyright pursuant to s.91 of the Copyright Designs and Patents Act 1988) the Borrower's right, title and interest in and to the Rights (excluding the BBC Contracted Rights);

1.1.2 charges by way of first fixed charge to the Bank the Borrower's right, title and interest in and to and any proceeds of:

- (a) the Rights (excluding the BBC Contracted Rights);
(b) the Borrower's right to receive the BBC's Share of the Payments pursuant to the Rights Agreement; and,
(c) the Account and all sums from time to time standing to the credit of the Account;

Particulars as to commission allowance or discount (note 3)

Signed

Date 26 September 2002

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

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

Please do not
write in
this margin

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

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

continued

- 1.1.3 charges by way of a floating charge the Current Account and all sums from time to time standing to the credit of the Current Account and any and all of the Borrower's rights and interest detailed in sub-clause 1.1.2 above if and to the extent that the first fixed charge therein provided for fails for any reason to operate as a fixed charge.

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

All terms not defined herein shall have the meaning given to them in the Charge.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 00077797

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A CHARGE DATED THE 24th SEPTEMBER 2002 AND CREATED BY FOOTBALL ASSOCIATION LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO BARCLAYS BANK PLC 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 27th SEPTEMBER 2002.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 30th SEPTEMBER 2002 .



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —