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CHFP025

Please do not
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Please 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

07/186/110

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

154044

Name of company

* Norwich City Football Club plc (the "Issuer")

Date of creation of the charge

07 January 2005

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

Supplemental Debenture (the "Supplemental Debenture")

Amount secured by the mortgage or charge

Note: All capitalised definitions (unless otherwise defined within this Form 395) are defined in the Master Definition Schedule (as defined in the Addendum).

All monies, debts and liabilities which may at any time be or become due, owing or incurred actually or contingently, by the Issuer to;

a) the Trustee, in its capacity as such in relation to the Notes and in respect of any liabilities incurred by the Trustee in relation thereto;

b) the Noteholders in respect of principal, interest or other amounts payable in respect of the Notes; and

c) the other Secured Creditors under the Transaction Documents,

(together the "Secured Issuer Obligations").

See Addendum for Definitions

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

Prudential Trustee Company Limited
Laurence Pountney Hill
LONDON
(the "Trustee")

Postcode EC4R 0HH

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

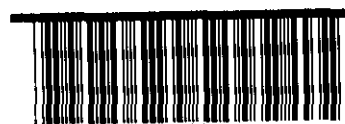
McGrigors
5 Old Bailey
London
EC4M 7BA
(Li356881)

AHH/SB/AX0027.000002

Time critical reference

For official Use
Mortgage Section

Post room



LD3
COMPANIES HOUSE

0265
24/01/05

The Issuer charges by way of first legal mortgage all estates and interests in the property delineated in the plan attached in Schedule 1 of the Supplemental Debenture vested in the Issuer (and also attached hereto for reference).



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)

N/A

Signed

McGrigors London

Date

24/1/05

On behalf of ~~XXXXXX~~ [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

Addendum to Form M395

Norwich City Football Club plc (Registered Company No.154044)

Definitions

In this Form M395, unless the context requires otherwise:

"Account Bank"	at any time means The Governor and the Company of the Bank of Scotland acting through its branch at 3 Queen Street, Norwich NR2 4SG and/or any Successor Account Bank as defined in the Master Definitions Schedule;
"Conditions"	means the terms and conditions to be endorsed on each Note certificate, in the form or substantially in the form set out in Schedule 2 (<i>Terms and Conditions</i>) to the Trust Deed and any reference to a particular numbered Condition shall be construed in relation to the Notes accordingly;
"Investor"	has the meaning provided in the recitals in the Note Purchase Agreement;
"Master Definitions Schedule"	means a master definitions schedule dated 22 April 2003 made between, inter alios, the Trustee and the Issuer as amended and restated from time to time;
"Notes"	means the Series A Notes and the Series B Notes or either of them as the context requires;
"Noteholder"	in relation to a Note, "Holder" has the meaning given to such terms in the Conditions;
"Note Purchase Agreement"	means the Note Purchase Agreement between the Issuer and the Investors dated 10 April 2003 relating to the Notes;
"Paying Bank"	means The Governor and Company of the Bank of Scotland, acting through its branch at 3 Queen Street, Norwich NR2 4SQ and/or any other Eligible Bank (as defined in the Master Definitions Schedule) appointed as a successor Paying Bank in accordance with the Paying Bank Agreement;
"Paying Bank Agreement"	means the agreement between the Issuer, the Paying Bank and the Trustee dated on or about the date hereof, relating to certain payment functions of the Paying Bank relating to the Notes;
"Secured Creditors"	means the Trustee (for itself and on behalf of the Noteholders), the Noteholders, the Account Bank, the Paying Bank and any other person or entity appointed in accordance with the Transaction Documents;

"Series A Notes"	means the £7,500,000 7.67% Series A Senior Secured Notes due 2018 to be issued by the Issuer pursuant to the Note Purchase Agreement and in accordance with the Trust Deed;
"Series B Notes"	means the £7,500,000 Series B Senior Secured Notes due 2018 to be issued by the Issuer pursuant to the Note Purchase Agreement and in accordance with the Trust Deed;
"Transaction Documents"	means the AXA Fee Letter, the Cash Management Agreement, the Conditions, the Mandates, the Notes, the Note Purchase Agreement, the Paying Bank Agreement, the Priority Deeds, the Security Documents, the Trust Deed, the Trustee Fee Letter and any other document whether in existence now or in the future designated as a Transaction Document by the Trustee (acting on the instructions of all of the Noteholders) all as defined in the Master Definitions Schedule and "Transaction Document" means any one of them; and
"Trust Deed"	means the trust deed dated 22 April 2003 between the Issuer and the Trustee constituting the Notes.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 00154044

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A SUPPLEMENTAL DEBENTURE DATED THE 7th JANUARY 2005 AND CREATED BY NORWICH CITY FOOTBALL CLUB PLC FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO PRUDENTIAL TRUSTEE COMPANY LIMITED 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 24th JANUARY 2005.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 27th JANUARY 2005.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —