

# M

## COMPANIES FORM No. 395

### Particulars of a mortgage or charge

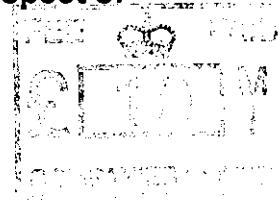
# 395

CHFP055

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

Please do not write in this margin

Pursuant to section 395 of the Companies Act 1985



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

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

For official use

Company Number

13

0383312

Name of Company

\* insert full name of company

\* Gala Leisure (1991) Limited ("the Chargor")

Date of creation of the charge

27 March 2003

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

Share Pledge

Amount secured by the mortgage or charge

Paper Apart 1

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

Credit Suisse First Boston as Security Trustee, London Branch, 1 Cabot Square, London ("the Security Trustee")

Postcode E14 4QJ



BLUEPRINT  
Company Secretary

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

Sample Fraser WS  
10 Melville Crescent  
Edinburgh EH3 7LU

For official use  
Mortgage section



A41  
COMPANIES HOUSE

0477  
10/04/03

Short particulars of all the property mortgaged or charged.

Paper Apart 2

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)

None

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

Signed

*Bradies*

Date

27/03/2003

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 despatched 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, e.g. "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

**GALA LEISURE (1991)LIMITED**  
**0383312**  
**FORM 395**

**Paper Apart 1**

All present and future moneys, debts and liabilities due, owing or incurred by the Chargor to any Finance Party or any Mezzanine Finance Party under or in connection with any Finance Document (in each case, whether alone or jointly, or jointly and severally, with any other person, whether actually or contingently and whether as principal, surety cautioner or otherwise) except for any money or liability which, if it were so included, would cause the infringement of Section 151 of the Companies Act 1985.

**Paper Apart 2**

The Shares and all stocks, shares, warrants, securities, rights, moneys or property (including the dividends, interest or income thereon or therefrom) which may at any time accrue or be offered or arise by way of redemption, purchase, bonus, preference, option or otherwise in respect of or derived from any of the Shares or any derivatives thereof including the proceeds of any sale of the Shares.

## Definitions

In this form 410 words and expressions used but not defined herein shall where the context so permits be given the same meanings as attributable to them in the senior facility agreement dated 7 February 2003 and as amended and restated on 6 March 2003 and as it may be further amended from time to time, between amongst others Storeretro Limited as the Company, Credit Suisse First Boston, London Branch and Merrill Lynch International as Mandated Lead Arrangers, the Lenders named in that agreement, Credit Suisse First Boston, London Branch as Facility Agent, Credit Suisse First Boston, London Branch as Security Trustee, Credit Suisse First Boston, London branch as Issuing Bank and Credit Suisse First Boston, London Branch as LNG Issuer.

"Shares" means the stocks, shares and securities of the company set out below.

## THE SHARES

Company	Number of Shares	Nominal Value of each Share	Description
Kingsway Entertainments Limited	1,200,000	£1.00	Ordinary

FILE COPY



## CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 00383312

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A SHARE PLEDGE DATED THE 27th MARCH 2003 AND CREATED BY GALA LEISURE (1991) LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE CHARGOR TO ANY FINANCE PARTY OR ANY MEZZANINE FINANCE PARTY 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 10th APRIL 2003.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 15th APRIL 2003.

P. U



*Companies House*

— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES