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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 (£13 for forms delivered on or after 1 February 2005) 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

15

0383312

Name of company

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

Date of creation of the charge

11 February 2005

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

Share Pledge

Amount secured by the mortgage or charge

See Paper Apart 1

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

The Royal Bank of Scotland plc, 36 St Andrew Square, Edinburgh ("the Security Trustee")

Postcode EH2 2YB

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

Sample Fraser LLP
80 George Street
Edinburgh
EH2 3BU
Ref - DAR/PMA/24-115

For official use (02
Mortgage Section



PMO
COMPANIES HOUSE
ACE2Y336
A01
COMPANIES HOUSE
A5XFK2U8
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COMPANIES HOUSE

0039
17.12.05
0510
25/02/05
0709
17/02/05

Time critical reference

Short particulars of all the property mortgaged or charged

See Paper Apart 2

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lettering

A fee 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)

None

Signed Paul T. Kerr for Temple Fraser LLP Date 15/2/05

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

Notes

† Delete as
appropriate

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. A fee of £10 (£13 for forms delivered on or after 1 February 2005) is payable to Companies House in respect of each register entry for a mortgage or charge 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.

GALA LEISURE (1991) LIMITED
0383312
FORM 395

PAPER APART

Paper Apart 1

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All present and future moneys, debts and liabilities due, owing or incurred by (i) the Chargor and (ii) each Chargor (as such term is defined in the Fixed and Floating Security Document) to any 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 any of the Shares

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Definitions

In this Form 395 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 on or about 28th January 2005 as it may be amended and/or restated from time to time between amongst others Gala Group Finance Limited as borrower, The Royal Bank of Scotland plc and Merrill Lynch International as Mandated Lead Arrangers, the Lenders named in that agreement, The Royal Bank of Scotland plc as Facility Agent, The Royal Bank of Scotland plc as Security Trustee, and The Royal Bank of Scotland plc as Issuing Bank.

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

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

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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. 00383312

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A SHARE PLEDGE DATED THE 11th FEBRUARY 2005 AND CREATED BY GALA LEISURE (1991) LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY AND EACH CHARGOR TO ANY FINANCE PARTY 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 17th FEBRUARY 2005.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 1st MARCH 2005.

Pangela.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —