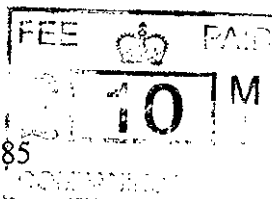


MPlease do not
write in
this marginPlease complete
legibly, preferably
in black type, or
bold block
lettering**COMPANIES FORM No. 395**
Particulars of a charge**395**

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

14

482197

Name of company

CAMBRIDGE UNITED FOOTBALL CLUB

LIMITED

Date of creation of the charge

7TH JUNE 1999

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

LEGAL CHARGE

Amount secured by the mortgage or charge

All monies now due or hereafter to become due or from time to time accruing due from the Company to the Bank upon any account and in any manner whatsoever.

Short particulars of all the property mortgaged or charged

16 ELFLEDA ROAD, CAMBRIDGE, CAMBRIDGESHIRE

TITLE NO: CB26259

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

BARCLAYS BANK PLC54 LOMBARD STREET
LONDON EC3P 3AHPresentor's name, address and
reference (*if any*): 20 - -WMLSC 21026-7215780
BARCLAYS LOAN SERVICING CENTRE
COMPANY REGISTRATIONS
P.O. BOX 299
BIRMINGHAM B1 3PF

For official use

Mortgage section

Post room



Time critical reference

Please do not
write in
this margin

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

Particulars of a charge continued

Company number

482197

Name of company

CAMBRIDGE UNITED FOOTBALL CLUB

LIMITED

Particulars as to commission, allowance or discount (NOTE 3)

FOR **BARCLAYS BANK PLC**

Signed *McWood*

Date 10 JUN 1999

MANAGER

Designation of position in relation to the company: BARCLAYS LOAN SERVICING CENTRE

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,or 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. The address of the Registrar of Companies is:-

Companies House, Crown Way, Cardiff CF4 3UZ

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 00482197

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 7th JUNE 1999 AND CREATED BY CAMBRIDGE UNITED FOOTBALL CLUB LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO BARCLAYS BANK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 11th JUNE 1999.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 15th JUNE 1999.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



C O M P A N I E S H O U S E