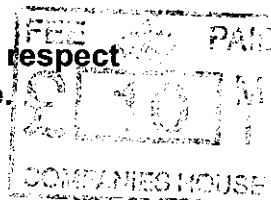


Particulars of a mortgage or charge

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

[1 107]

735621

Name of company

* Northern Trust Company Limited

Date of creation of the charge

25 February 2003

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

Supplemental Debenture dated 25 February 2003 made between the Northern Trust Company Limited (the **Company**) and THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND (the **Security Trustee**)

Amount secured by the mortgage or charge

The Secured Obligations

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

THE GOVERNOR & COMPANY OF THE BANK OF SCOTLAND
The Mound
Edinburgh

Postcode EH1 1YZ

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

Denton Wilde Sapte
1 Fleet Place
London
EC4M 7WS
Attention: Daniela Baker

JPS/DB/58119.00782

Time critical reference

For official Use
Mortgage Section

Post room



Short particulars of all the property mortgaged or charged

The Company with full title guarantee, as security for the payment of all Secured Obligations in favour of the Security Trustee charges:

- (i) by way of first legal mortgage the Further Property;
- (ii) by way of fixed charge all estates or interests in any freehold, leasehold or other immoveable property now or at any time during the continuance of this security belonging to the Company and the proceeds of sale thereof and all buildings and trade or any such property belonging to or charged to the Company; and
- (iii) by way of assignment by way of security all the Company's right, title and interest (both present and future) in all agreements, contracts, policies of insurance now or in the future relating to the Further Property together with all monies payable to the Company under each such agreement, contract or policy.

Continued on continuation page

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)

Not Applicable

Signed **DENTON WILDE SAPTE**

Date 27 February 2003

On behalf of [company] [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

CHFP025

Particulars of a mortgage or charge (continued)

Please do not
write in this
binding margin

Continuation sheet No _____
to Form No 395 and 410 (Scot)

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

Company Number

735621

Name of Company

Northern Trust Company Limited

Limited*

* delete if
inappropriate

Description of the instrument creating or evidencing the mortgage or charge (continued) (note 2)

Amount due or owing on the mortgage or charge (continued)

Please do not
write in this
binding margin

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

Please do not
write in this
binding margin

Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)

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

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Definitions

Further Property means all estates and interests in the property listed in the Schedule of this Form, and includes the proceeds of sale thereof and all buildings and trade on these properties belonging to or charged to the Company.

Secured Obligations means the obligations the Company has undertaken to perform under the Loan Agreement.

Loan Agreement means the loan agreement dated 28 September 1993 made between TJH Group Limited, certain banks, the Mortgagee as facility agent and security trustee and certain banks as working capital banks.

Schedule

Freehold land known as Lucky Star Amusement Arcade, 501 to 507 (odd) Promenade, Blackpool, FY4 1BA (registered at HM Land Registry with title absolute under title number LA493626)

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

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 00735621

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A SUPPLEMENTAL DEBENTURE DATED THE 25th FEBRUARY 2003 AND CREATED BY NORTHERN TRUST COMPANY LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND 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 4th MARCH 2003.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 7th MARCH 2003.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

R. Pow