



Please do not  
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COMPANIES FORM No. 395

## Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

# 395

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

\* Insert full name  
of company

To the Registrar of Companies

For official use Company number



1253476

Name of company

\* NORHAM INVESTMENTS LIMITED ("THE COMPANY")

Date of creation of the charge

3 APRIL 1997

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

GUARANTEE AND DEBENTURE DATED 3 APRIL 1997

Amount secured by the mortgage or charge

ALL MONIES DUE OWING OR INCURRED BY THE COMPANY UNDER THE TERMS OF A FEE AGREEMENT DATED 3 APRIL 1997 AND MADE BETWEEN COMPANIA NAVIERA EL SARTEN S.A. (1) TOMORROW'S LEISURE PLC (2) NORHAM INVESTMENTS LIMITED AND NORHAM MULTI LEISURE LIMITED (3) ("THE FEE AGREEMENT")

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

COMPANIA NAVIERA EL SARTEN S.A. OF DIETSMANN MONTE CARLO SAM, 7 RUE DU GABIAN MC98000 MONACO

Postcode

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

GOULDENS  
22 TUDOR STREET  
LONDON EC4Y 0JJ  
REF: SPA/687656

For official use  
Mortgage section

Post room



A18 \*A0261UP2\* 147  
COMPANIES HOUSE 09/04/97

Time critical reference

Short particulars of all the property mortgaged or charged

(A) BY WAY OF A LEGAL MORTGAGE ALL OF THE FREEHOLD AND LEASEHOLD PROPERTY OF THE COMPANY DESCRIBED IN THE THIRD SCHEDULE OF THE GUARANTEE AND DEBENTURE AND ALL BUILDINGS FIXTURE (INCLUDING TRADE FIXTURES) AND THE FIXED PLANT AND MACHINERY FROM TIME TO TIME THEREON;

(B) BY WAY OF LEGAL MORTGAGE ALL OTHER FREEHOLD AND LEASEHOLD PROPERTY OF THE COMPANY NOW VESTED IN IT TOGETHER WITH ALL BUILDINGS FIXTURES (INCLUDING TRADE FIXTURES) AND FIXED PLANT AND MACHINERY FROM TIME TO TIME THEREON;

(C) BY WAY OF FIXED CHARGE ALL FUTURE FREEHOLD AND LEASEHOLD PROPERTY OF THE COMPANY TOGETHER WITH ALL BUILDINGS FIXTURES (INCLUDING TRADE FIXTURES) AND FIXED PLANT AND MACHINERY FROM TIME TO TIME THEREON AND ALL GOODWILL AND UNCALLED CAPITAL FOR THE TIME BEING OF THE COMPANY;

(D) BY WAY OF FIRST FIXED CHARGE ALL BOOK DEBTS AND OTHER DEBTS NOW AND FROM TIME TO TIME DUE OR OWING TO THE COMPANY;

(.....CONTINUED)

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

Particulars as to commission allowance or discount (note 3)

Signed

*Goulds*

(SOLICITOR TO MORTGAGEE)

Date 8 APRIL 1997

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 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.

# Particulars of a mortgage or charge (continued)

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Continuation sheet No 1  
to Forms Nos 395 and 410 (Scot)

Company number

1253476

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

Name of company

NORHAM INVESTMENTS LIMITED ("THE COMPANY")

Limited\*

\*Delete if  
inappropriate

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

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

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**Please complete  
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bold block  
lettering.**

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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

Short particulars of all the property mortgaged or charged (continued)

Please do not  
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Please complete  
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bold block  
lettering.

(E) BY WAY OF FIRST FLOATING CHARGE ALL OTHER OF THE UNDERTAKING AND ASSETS OF THE COMPANY WHATSOEVER WHATSOEVER AND WHERESOEVER BOTH PRESENT AND FUTURE BUT SO THAT THE COMPANY IS NOT TO BE AT LIBERTY TO CREATE ANY MORTGAGE OR CHARGE UPON AND SO THAT A LIEN SHALL IN ANY CASE OR IN ANY MANNER ARISE ON OR AFFECT ANY PART OF THE SAID PREMISES EITHER IN PRIORITY TO OR PARI PASSU WITH THE CHARGE HEREBY CREATED AND FURTHER THAT THE COMPANY SHALL HAVE NO POWER WITHOUT THE CONSENT OF THE CHARGE TO PART WITH OR DISPOSE OF ANY PART OF SUCH PREMISES EXCEPT BY WAY OF SALE IN THE ORDINARY COURSE OF BUSINESS.

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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. 01253476

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A GUARANTEE AND DEBENTURE DATED THE 3rd APRIL 1997 AND CREATED BY NORHAM INVESTMENTS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO COMPANIA NAVIERA EL SARTEN S.A. UNDER THE TERMS OF A FEE AGREEMENT OF EVEN DATE ("THE FEE AGREEMENT") WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 9th APRIL 1997.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 11th APRIL 1997.

*Peter C Protheroe*

for the Registrar of Companies



COMPANIES HOUSE

08/11-4