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CHFP025

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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

# 395

A fee of £13 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

212240/65

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

For official use

Company number

[3]

01658880

Name of company

\* Newhall Nominees Limited (the "Nominee")

Date of creation of the charge

28 January 2008

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

Share charge relating to "B" shares of Bourne Leisure Holdings Limited dated 28 January 2008 and made between the Nominee, David Charles Russell Allen and the Lender (the "Share Charge")

Amount secured by the mortgage or charge

See Part II of the attached schedule

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

Barclays Bank PLC, 1 Churchill Place, London (the "Lender")

Postcode E14 5HP

Presentor's name address and  
reference (if any)

Lovells LLP  
Atlantic House  
Holborn Viaduct  
London  
EC1A 2FG

For official Use (06/2005)  
Mortgage Section

MONDAY



\*LRN40X4S\*

LD2

11/02/2008

58

COMPANIES HOUSE

Time critical reference  
F3/RJG/1927287

Short particulars of all the property mortgaged or charged

See Part III of the attached schedule

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legibly, preferably  
in black type, or  
bold block  
lettering*

Particulars as to commission allowance or discount (note 3)

Not Applicable

Signed Lovells LLP

Date 11/02/08

On behalf of ~~XXXXXX~~ [mortgagee/chargee] †

*A fee 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 A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge Cheques and Postal Orders must be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is **Companies House, Crown Way, Cardiff CF14 3UZ**

## SCHEDULE TO FORM 395

**NEWHALL NOMINEES LIMITED**  
**(REGISTERED NUMBER 01658880)**

### Part I

#### Definitions

In this form 395 and Schedule ("**Form 395**") the following expressions shall have the following meanings respectively set out below

**"Assignment of Partnership Interests"** means the assignment made in favour of the Lender by the Borrowers in respect of the Borrowers' respective interests in the Partnership owned by the Borrowers dated 11 April 2007,

**"Borrowers"** means the Chargor, John Charles Cook and Peter Woodstock Harris,

**"Charged Assets"** means the Shares and the Derivative Assets and includes all rights, benefits and sums now or in the future accruing to the Nominee (on behalf of the Chargor) in connection with the Shares and the Derivative Assets,

**"Chargor"** means David Charles Russell Allen of Edgcote House, Banbury, Oxon OX17 1AG,

**"Company"** means Boume Leisure Holdings Limited, a limited liability company incorporated in England and Wales with company number 4011667,

**"Derivative Assets"** includes

- (a) allotments, rights, money or property arising at any time in relation to any of the Shares by way of conversion, exchange, redemption, bonus, preference, option or otherwise,
- (b) dividends, distributions, interest and other income paid or payable in relation to any of the Shares, and
- (c) stock, shares and securities offered in addition to or substitution for any of the Shares,

**"English Share Charges"** means the Share Charge, the PWH Share Charge, the JCC Share Charge, and the Trust Share Charge,

**"Facility Agreement"** means the €83,200,000 multicurrency term facility agreement dated on 4 April 2007 as amended on 8 November 2007 and on 21 December 2007 (and as amended from time to time) made between, inter alia, the Lender (as lender) and the Chargor (as borrower and guarantor),

**"Finance Document"** means the Facility Agreement, any Security Document and any other document designated as such by the Lender and the Borrowers,

**"JCC Share Charge"** means the charge in favour of the Lender dated 28 January 2008 and made in respect of the "B" Shares (as that term is used in the articles of association of the Company) owned by the Nominee (as legal owner) on behalf of John Charles Cook (as beneficial owner),

**"Letter of Intent"** means a letter from the Company to the Lender dated 2 April 2007, in relation to its potential repurchase of some or all of the Shares,

**"Partnership"** means the OB Partnership, a general partnership constituted by a partnership agreement dated 7 March 2007 between the Borrowers and Monkwood Luxco S a r l whose principal place of business is at 1 Park Lane, Hemel Hempstead, Hertfordshire HP2 4YL,

**"PWH Share Charge"** means the charge in favour of the Lender dated 28 January 2008 and made in respect of the "B" Shares (as that term is used in the articles of association of the Company) owned by the Nominee (as legal owner) on behalf of Peter Woodstock Hams (as beneficial owner),

**"Secured Obligations"** means all present and future obligations and liabilities (whether actual or contingent and whether owed jointly or severally or in any other capacity whatsoever) of the Borrowers to the Lender under each or any of the Finance Documents, in each case together with

- (a) all costs, charges and expenses incurred by the Lender in connection with the protection, preservation or enforcement of its rights under any Finance Document, and
- (b) all money, obligations and liabilities due, owing or incurred in respect of any variations or increases in the amount or composition of the facilities provided under any Finance Document or the obligations and liabilities imposed under such documents,

**"Security Documents"** means

- (a) the Assignment of Partnership Interests,
- (b) each English Share Charge, and
- (c) the Letter of Intent, and
- (d) any other document evidencing or creating security over assets of a Borrower to secure any obligation of a Borrower to the Lender under the Finance Documents,

**"Shares"** means the 266,000 "B" Shares (as that term is used in the articles of association of the Company) evidenced by the Share Certificate with legal title residing in the Nominee and the Chargor having the beneficial interest;

**"Share Certificate"** means the share certificate relating to the Shares with certificate number 69c, and

**"Trust Share Charge"** means the charge in favour of the Lender dated 28 January 2008 and made in respect of the "B" Shares (as that term is used in the articles of association of the Company) owned by the Nominee (as legal owner) on behalf of the trustees of the JCC 2000 Trust (as beneficial owner),

## **Part II**

### **Amount secured by mortgage or charge**

#### **The Secured Obligations**

**Part III**

**Particulars of property mortgaged or charged**

By clause 3 (*Charging clause*) of the Share Charge, the Nominee (on behalf of the Chargor) with full title guarantee, as continuing security for the payment and discharge of the Secured Obligations charged to the Lender by way of fixed charge

- (a) the Shares, including all proceeds of sale derived from them,
- (b) all Derivative Assets of a capital nature now or in the future accruing or offered at any time in respect of the Shares, and
- (c) all Derivative Assets of an income nature now or in the future accruing or offered at any time in respect of the Shares

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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 01658880

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A SHARE CHARGE DATED THE 28th JANUARY 2008 AND CREATED BY NEWHALL NOMINEES LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY, JOHN CHARLES COOK AND PETER WOODSTOCK HARRIS TO BARCLAYS BANK PLC 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 11th FEBRUARY 2008

GIVEN AT COMPANIES HOUSE, CARDIFF THE 14th FEBRUARY 2008



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*

— for the record —

PSJ