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Please do
not write in
this margin**Particulars of a mortgage or charge**

Pursuant to section 395 of the Companies Act 1985

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

To the Registrar of Companies For official use Company number



1947851

Name of Company

*insert full name
of company***MIDDLESBROUGH FOOTBALL & ATHLETIC COMPANY (1986) LIMITED**

Date and creation of the charge

20th April 1998

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

DEED OF LEGAL CHARGE

Amount secured by the mortgage or charge

4

All sums of money now or at any time hereafter payable by the Company to Lombard North Central plc ("Lombard") under any credit sale or hire purchase agreement or any lease or equipment lease agreement an all sums of money which now are or shall at any time or times hereafter be advanced to the Company by Lombard or which shall from time to time be owing by or accruing due from the Company to Lombard anywhere on any account or liability whatsoever and whether advanced prior or subsequently to the execution of this Deed and whether actual or contingent and whether or not recoverable by Lombard from the Company and whether advanced to or owing or accruing due to the Company solely or jointly with any other person or persons or to or from any firm in which the Company may be a partner and whether in the character of principal debtor or guarantor or surety or otherwise howsoever including the amount of notes or bills discounted or paid or other loans credits or advances made to or for the accommodation or at the sole or joint request of the Company or of any such firm as aforesaid and including all interest commission discount banking legal or surveyors charges and all other costs and expenses properly incurred in relation to this or any other security held or offered to Lombard for the said indebtedness or by or to the enforcement of any such security and so that interest shall be payable at such rate as may from time to time be agreed upon by the Company and Lombard as well after as before any judgement obtained hereunder.

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

LOMBARD NORTH CENTRAL PLC

Lombard House 3 Princes Way Redhill Surrey

Postcode

RH1 1NP

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

Beaumont & Son

Lloyds Chambers

1 Portsoken Street

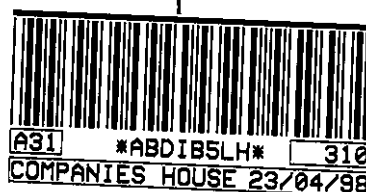
LONDON E1 8AW

Ref: PAB/ABG/DR/5177.48

For official use

Mortgage section

Post room



Time critical reference

Short particulars of all the property mortgaged or charged

All that leasehold property known as The Cellnet Riverside Stadium, Middlesbrough Dock, Middlesbrough, Cleveland registered under title number CEI 42649 and shown edged red on the plan attached to the Deed of Legal Charge together with all fixtures whatsoever now or at any time hereafter affixed or attached to the same or any part thereof (other than trade machinery as defined by Section 5 of the Bills of Sale Act 1878)

Please do not write in this margin

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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 Hammond and Co Date 22 April 1998

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, e.g. "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 debenture 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.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 01947851

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEED OF LEGAL CHARGE DATED THE 20th APRIL 1998 AND CREATED BY MIDDLESBROUGH FOOTBALL & ATHLETIC COMPANY (1986) LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO LOMBARD NORTH CENTRAL PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 23rd APRIL 1998.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 27th APRIL 1998.

A handwritten signature in cursive script, reading "Jennifer V Murphy".

JENNIFER V MURPHY

for the Registrar of Companies



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

Post
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