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Please do
not write in
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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

		7
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1947851

Name of Company

*insert full name
of company

MIDDLESBROUGH FOOTBALL & ATHLETIC COMPANY (1986) LIMITED ("the
Mortgagor")

Date and creation of the charge

22nd May 1997

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

DEED OF ASSIGNMENT OF LIFE POLICY

Amount secured by the mortgage or charge

All monies, bonus', profits, additions and benefits already accrued or which may accrue in the future
which may become payable thereunder for the payment or discharge of all monies, obligations and
liabilities hereby covenanted to be paid or discharged by the Assignor.

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

ING LEASE (UK) LTD (REGISTERED IN ENGLAND UNDER NO. 2323082)

107 Cheapside,
London,

Postcode

EC2V 6HJ

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

BEAUMONT AND SON

SOLICITORS

1 PORTSOKEN STREET,

LONDON, E1 8AW Ref: HK

TEL: 0171-481-3100

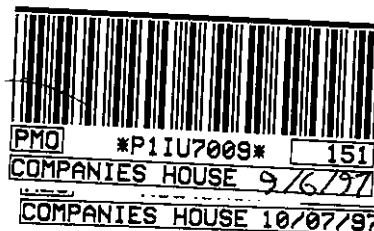
FAX: 0171-481-3353

Time critical reference

For official use

Mortgage section

Post room



Short particulars of all the property mortgaged or charged

Sun Alliance Life Policy on the life of Stephen Gibson. Policy number RNF 000 24413A

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)

Signed

Beaumont and Son

Date

29/07/97

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 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 ASSIGNMENT OF LIFE POLICY DATED THE 22nd MAY 1997 AND CREATED BY MIDDLESBROUGH FOOTBALL & ATHLETIC COMPANY (1986) LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO ING LEASE (UK) LIMITED WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 9th JUNE 1997.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 14th JULY 1997.

Peter C Protheroe

for the Registrar of Companies

14-7



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