

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

[] [] [] [] [] [] [] [] [] []

2578901

Name of company

*
LTA GROUND LIMITED (the "Company")

Date of creation of the charge

3rd July 2003

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

A Charge between LTA Ground Limited and The All England Lawn Tennis Ground PLC (the "Charge")

Amount secured by the mortgage or charge

All monies, obligations, liabilities whatsoever for principal, interest or otherwise which may now or at any time in the future be due or owing or incurred by the Company to the Guarantor (as hereinafter defined) in accordance with the terms of the Profit Share Agreement plus interest and sums payable by the Company to the Guarantor and/or Receiver under this Charge (the "Secured Amounts")

Note:

In this form M395, unless the context otherwise requires:

"Profit Share Agreement" means an Agreement dated 3 July 2003 and made between the Guarantor (1) The Lawn Tennis Association (2) The All England Lawn Tennis and Croquet Club (3) The All England Lawn Tennis Club (Wimbledon) Limited (4) and the Company (5)

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

The All England Lawn Tennis Ground PLC (the "Guarantor")
Hill House
1 Little New Street
London, EC4A 3TR

Postcode

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

CMS Cameron McKenna
Hill House
160 Aldersgate Street
London
EC1A 4DD

FGU/102826 00101/20707740

Time critical reference

For official Use
Mortgage Section

Post room



LD3
COMPANIES HOUSE

0220
16/07/03

M

CHFP025

Please do not
write in
this margin

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

*insert full name
of Company

Please return via
CH London Counter

Short particulars of all the property mortgaged or charged

See attached Rider 1

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)

N/A

Signed

CMS Cameron McKenna

Date

15th July 03

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

RIDER to Form M395

COMPANY: LTA GROUND LIMITED

COMPANY NO: 2578901

Rider 1

Short particulars of all the property mortgaged or charged

The Company with full title guarantee and without the benefit of section 6 (2) of the Law of Property (Miscellaneous Provisions) Act 1994 as a continuing security for the payment and discharge of the Secured Amounts charges to the Guarantor the benefit of the Company's interests in the Agreement for Lease including all present and future rights, titles, benefits and interests of the Company whether proprietary or contractual, arising out of, related to or in connection with the Agreement for Lease and all claims for damages for any breach of the Agreement for Lease by way of fixed equitable charge.

1. NOTES:

1. Defined Terms

In this form M395, unless the context otherwise requires:

'Agreement for Lease' means an agreement for lease dated 3 July 2003 made between (1) the Governor and Company of the Bank of England and (2) the Company and (3) the Guarantor together with any deeds and documents now or at any time after the date of this charge varying or supplemental or ancillary to that agreement for lease.

'Charged Property' means the Agreement for Lease.

'Security' means any legal charge, debenture, mortgage, pledge, hypothecation, lien, assignment or other form of security or trust arrangement granting any legal or equitable charge over the Charged Property, whether fixed or floating, or conferring priority of payment or other arrangement the economic or commercial effect of which is, in the reasonable opinion of the Guarantor, similar to conferring security.

2. Negative Pledge

The Company is not to create or permit any further Security to be created in or over the Charged Property without the prior written consent of the Guarantor.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02578901

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A CHARGE DATED THE 3rd JULY 2003 AND CREATED BY LTA GROUND LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE GUARANTOR AND/OR RECEIVER 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 16th JULY 2003.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 18th JULY 2003.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

*LC
Pam*