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

* insert full name
of Company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

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

[6][1][1][1][1]

2849319

Name of company

* BRIGHTON & HOVE ALBION HOLDINGS LIMITED

Date of creation of the charge

23 April 1999

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

Composite Guarantee and debenture between The Brighton & Hove Albion Football Club Limited, Brighton & Hove Albion Holdings Limited, Brighton & Hove Sports & Leisure Limited and Kevin Ralph Patrick Griffiths dated 23 April 1999

Amount secured by the mortgage or charge

£500,000 Due from Brighton & Hove Albion Football Club Limited to the chargee and guaranteed by the Company and Brighton & Hove Sports and Leisure Limited to the chargee under the terms of the composite guarantee and debenture

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

Kevin Ralph Patrick Griffiths of Parkmead, 22 Lodge Lane, Keymer, West Sussex

Postcode BN6 8NA

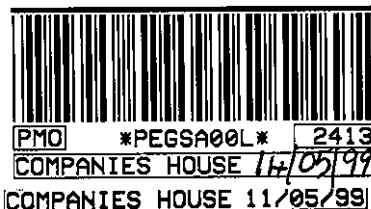
Presentor's name address and
reference (if any):

Eversheds
115 Colmore Row
Birmingham
B3 3AL

Time critical reference

For official Use
Mortgage Section

Post room



Short particulars of all the property mortgaged or charged

Legal Mortgage over all freehold and leasehold property (including fixtures, plant and machinery) present and future.

Fixed equitable charge over all estates or interests in freehold and leasehold property present and future (including all licences held by the company and other benefits over land) and over all building fixtures, fixed plant and machinery present and future.

Fixed charge over all book debts, any monetary debts and any claims by the company including arising out of Judgment present and future.

Fixed charge over all securities.

Fixed charge over uncalled capital, goodwill and intellectual property present and future.

Fixed charge over all amounts realised under S238, 239 or 244 Insolvency Act 1986.

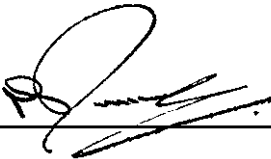
Floating charge over the company's undertaking and any property, assets or rights whatsoever present and future situated in Scotland.

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



Date

6/5/99

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 CF4 3UZ

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02849319

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT COMPOSITE GUARANTEE AND DEBENTURE DATED THE 23rd APRIL 1999 AND CREATED BY BRIGHTON & HOVE ALBION HOLDINGS LIMITED FOR SECURING £500,000 DUE OR TO BECOME DUE FROM THE BRIGHTON & HOVE ALBION FOOTBALL CLUB LIMITED TO KEVIN RALPH PATRICK GRIFFITHS AND GUARANTEED BY THE COMPANY AND BRIGHTON & HOVE SPORTS AND LEISURE LIMITED TO KEVIN RALPH PATRICK GRIFFITHS UNDER THE TERMS OF THE COMPOSITE GUARANTEE AND DEBENTURE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 14th MAY 1999.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 18th MAY 1999.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



COMPANIES HOUSE