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lettering

* Insert full name
of company

COMPANIES FORM No. 395

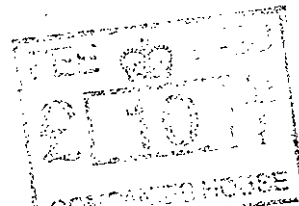
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395

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies



For official use Company number

8

03050738

Name of company

* Hale Leisure 1995 Limited

Date of creation of the charge

12TH MAY 1999

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

Deed of Legal Charge

Amount secured by the mortgage or charge

All monies and Liabilities present and future.

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

The Co-Operative Bank PLC, 53-57 Blandford Square, PO Box 1AN

Newcastle-Upon-Tyne

Postcode NE99 1AN

Presentor's name, address and
reference (if any): LL/CQ/HAL11/32

KEY No. 3044442
LEECH & CO (SOLICITORS)
1ST FLOOR, HERON HOUSE
ALBERT SQUARE
MANCHESTER M2 5HD
TELEPHONE:- 0161 279 0279

Time critical reference

For official use
Mortgage section

Post room



Short particulars of all the property mortgaged or charged

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- (1) 8 and 9 Castle Street, Castlefield, Manchester comprised in a Legal Charge dated _____ and made between the Company (1) Hale Leisure 1995 Limited and (2) The Co-Operative Bank Plc and (3) forming the property registered at H M Land Registry under title numbers GM724776 and GM718677 (by way of Legal Charge).
- (2) A Floating Charge over all unfixed plant, machinery and other assets and equipment in or about the Property.
- (3) Assignment of (1) the goodwill of the business carried on at the Property (2) the benefit of the Licence or Certificate as defined in the Legal Charge and (3) the right to recover and receive any compensation payable in respect of the Licence or Certificate.

The Legal Charge prohibits the creation of any other mortgage charge on the Property or the other charged assets without the mortgagees prior consent in writing.

Particulars as to commission allowance or discount (note 3)

Signed *[Signature]*

Date 12th May 1999

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 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.

FILE COPY



**CERTIFICATE OF THE REGISTRATION
OF A MORTGAGE OR CHARGE**

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

COMPANY No. 03050738

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEED OF LEGAL CHARGE DATED THE 12th MAY 1999 AND CREATED BY HALE LEISURE 1995 LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE CO-OPERATIVE BANK PLC UNDER THE TERMS OF THE CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 14th MAY 1999.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 19th MAY 1999.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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