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COMPANIES FORM No. 395

395

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

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For official use

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Company number

3233465

Name of company

*Insert full name
of company

* Tottenham Soccer Centre Limited ('the Company')

Date of creation of the charge

24 April 1998

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

Debenture

Amount secured by the mortgage or charge

All moneys and liabilities (whether present or future actual or contingent) now or at any time or times hereafter due or owing or incurred by the Company (whether as principal or surety) to 3i Group plc (other than dividend on any shares).

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

3i Group plc

91 Waterloo Road

London

Postcode

SE1 8XP

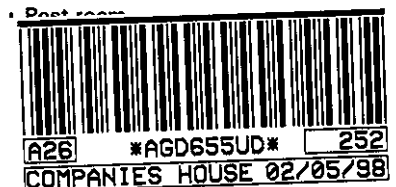
Presentor's name, address and
reference (if any):

Ann-Marie Santos
91 Waterloo Road
London SE1 8XP

0171 928 3131

Time critical reference

For official use
Mortgage section



Short particulars of all the property mortgaged or charged

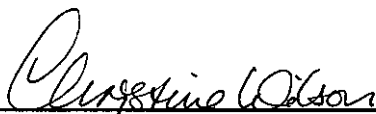
See attached Rider 1.

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in black type or
bold block
lettering

Particulars as to commission allowance or discount (note 3)

Signed



Date 27/04/98

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. 03233465

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 24th APRIL 1998 AND CREATED BY TOTTENHAM SOCCER CENTRE LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO 3i GROUP plc UNDER THE TERMS OF THE CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 2nd MAY 1998.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 7th MAY 1998.

A handwritten signature in cursive script, appearing to read 'P. Davies'.

PHIL DAVIES

for the Registrar of Companies

A large, stylized handwritten signature or mark, possibly a stylized 'S' or 'J'.



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