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COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge.

CHFP025

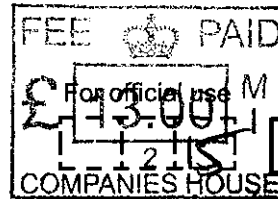
Please do not write in this margin

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

*insert full name of Company

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies
(Address overleaf - Note 6)



065384/52

Company number

3328696

Name of company

* Henley Recreation & Health Limited (the "Company") whose registered office is at 5th Floor, 7-10 Chandos Street, Cavendish Square, London, W1G 9DQ

Date of creation of the charge

15 April 2005

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

COMMERCIAL MORTGAGE

Amount secured by the mortgage or charge

All monies, obligations, and liabilities present or future due, owing or incurred to Bank of Ireland when the same become due for payment or discharge whether by acceleration or otherwise. The monies, obligations or liabilities may be:

- * express or implied
- * present future or contingent
- * joint or several
- * incurred as principal or under a guarantee or indemnity
- * originally owing to Bank of Ireland or purchased or otherwise acquired by it
- * denominated in sterling or in any other currency
- * incurred on any banking or other account or in any other name whatsoever

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

The Governor and Company of the Bank of Ireland (the "Bank of Ireland") c/o Bristol & West Property Finance, P O Box 27, One Temple Quay, Bristol

Postcode BS99 7AX

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

Burges Salmon LLP
Narrow Quay House
Narrow Quay
Bristol
BS1 4AH

CH04/CL01/22061.89

Time critical reference

For official Use (02/00)
Mortgage Section

Post room



A10
COMPANIES HOUSE

0453
23/04/05

Please see attached schedule.

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

Burges Salmon LLP

Date 22 April 2005

On behalf of ~~XXXXXX~~ [mortgagee/chargee] †

*A fee 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 A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge. Cheques and Postal Orders must be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is: Companies House, Crown Way, Cardiff CF14 3UZ

HENLEY RECREATION & HEALTH LIMITED

M395 - SCHEDULE OF PROPERTY CHARGED

- 1 By way of legal mortgage the property known as The Workshop, Newton Road, Henley-on-Thames (title number ON17687) (the "**Property**") and all buildings, fixtures and fixed plant and machinery from time to time on such property together with all estates, rights, title, options, and privileges appurtenant to, or benefiting, the same including all beneficial interests of the Company in the Property.
 - 2 By way of fixed charge any shares in any company the ownership of which by the Company is incidental to the estate or interest of the Company in the Property.
 - 3 By way of fixed charge the benefit of all guarantees, indemnities, rent deposits, agreements, contracts, undertakings and warranties relating to the Property.
 - 4 By way of an assignment the goodwill of the business carried on by the Company at the Property.
 - 5 By way of an assignment all monies from time to time payable to the Company in relation to contracts or policies of insurance effected by the Company or to which the Company is entitled (including the refund of any premiums).
- A The above assets (the "**Charged Property**") are charged or, as appropriate, assigned as continuing security.
- B The Commercial Mortgage secures further advances.
- C The Commercial Mortgage contains restrictions upon dealing in anyway with the Property (including leasing, assigning, disposing, charging or surrendering any interest in the Property).
- D The Commercial Mortgage contains a further assurance clause.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03328696

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A COMMERCIAL MORTGAGE DATED THE 15th APRIL 2005 AND CREATED BY HENLEY RECREATION & HEALTH LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE GOVERNOR AND COMPANY OF THE BANK OF IRELAND ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 23rd APRIL 2005.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 27th APRIL 2005.

PDM



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES