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COMPANIES FORM No. 395

NW £40x6 - 101501

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.

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)

For official use

Company number

[11/15]

03381595

Name of company

* Trainstation Limited (the "Company")

Date of creation of the charge

11/07/2001

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

Legal Mortgage dated 11 July 2001 between the Company and HSBC Bank plc
(the "Bank") (the "Legal Mortgage").

Amount secured by the mortgage or charge

All money and liabilities whatever, whenever and howsoever incurred by
the Company whether now or in the future due, or becoming due, from the
Company to the Bank (the "Debt").

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

HSBC Bank plc, whose registered office is at Poultry, in the City of
London

Postcode EC2P 2BX

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

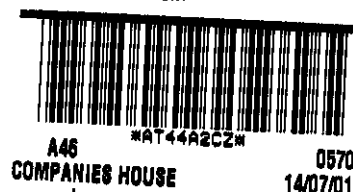
Ashurst Morris Crisp
Broadwalk House
5 Appold Street
London
EC2A 2HA

MXA/2277505

Time critical reference
MXA/CRO0100003

For official Use
Mortgage Section

Post room



Short particulars of all the property mortgaged or charged

The leasehold land known as West Cheshire Squash Club, Wrexham Road, Chester registered at HM Land Registry with title number CH419565 (the "Property").

with the benefit of all rights, licences, guarantees, rent, deposits contracts, deeds, undertakings and warranties relating to the Property;

any shares or membership rights in any management company for the Property;

any goodwill of any business from time to time carried on at the Property;

any rental and other money payable under any lease, licence or other interest created in respect of the Property; and

all other payments whatever in respect of the Property.

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)

Nil

Signed

Andrew Morris Crisp

Date 13 July 2001

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

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03381595

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 11th JULY 2001 AND CREATED BY TRAINSTATION LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO HSBC BANK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 14th JULY 2001.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 17th JULY 2001.



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

1st
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