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COMPANIES FORM No. 395 Nat West £10.00
30 2651
Particulars of a mortgage or charge

395

CHFP025

Please do not
write in
this margin

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

*insert full name
of Company

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

[] [] [] [] [] [] [] [] [] []

3790143

Name of company

* BARNSELY PREMIER LEISURE

Date of creation of the charge

31st March 2000

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

DEBENTURE

Amount secured by the mortgage or charge

all monies obligations and liabilities now or at any time hereafter due
owing or incurred by the company in connection with the overdraft
facility of £250,000.00 (two hundred and fifty thousand pounds) the
offer date of which is 10th August 1999 to the Bank on any current or
other account or otherwise (whether actual or contingent as principal or
surety and whether solely or jointly with any other person) including
interest discount commission bank charges and other charges and expenses
charged by the Bank

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

The Co-operative Bank Plc
53/57 Blandford Square
P.O. Box 1AN
Newcastle upon Tyne

Postcode NE99 1AN

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

BURY & WALKERS
SOLICITORS
4 BUTTS COURT
LEEDS
LS1 5JS

For official Use
Mortgage Section

Post room



HLE
COMPANIES HOUSE

H0210PD0

0299
04/04/00

Time critical reference

Short particulars of all the property mortgaged or charged

- 1.a. All rights present and future under covenants of title given in relation to the property referred to above ("the Property") and the benefit of all its rights against any lessee, sub-lessee, licensee or other occupier (an their guarantors and sureties) of the Property but excluding the leasehold property of the company as at the date of this Debenture
- b. All rights present and future under any contract for sale letting or other disposal of the Property and any option to renew any Lease or purchase any reversion (whether freehold or not) in relation to the Property and all rights present and future against persons in connection with any works carried out and/or services and/or goods supplied in the design, constructing, fitting out, repair or replacement of the Property
- c. All licences, consents and authorisations (both public and private) present and future
- d. All plant, machinery, vehicle, computers and other equipment (unless it forms part of its stock in trade or work in progress) and all rights present and future against any person in respect of their design, manufacture, purchase, installation, repair and/or replacement
- e. The Company's goodwill and uncalled capital
- f. All stocks, shares and other securities (including debt securities) and interest in any unincorporated business or entity at any time owned by the Company together with all rights and benefits and property in relation thereto
- g. All interests in and rights under policies of insurance and assurance belonging to the Company
- h. All patents, trade and service marks, brand and trade names, copyrights, design rights, registered designs, trade secrets, know how, inventions, confidential information and other

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Particulars as to commission allowance or discount (note 3)

Signed Ken Walker
On behalf of [company] [mortgagee/chargee] †

Date 31/3/00

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 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 situated 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

intellectual property rights including the benefit of any pending applications for any of them belonging to the Company including all the Company's rights under any agreements both present and future relating to the use or exploitation of such rights

1. All book and other debts at any time owing to the Company and all other rights and claims against third parties (including deposits and credit balances held by the Bank and third parties) capable of being satisfied by the payment of money at any time belonging to the Company together with the benefit of all related rights and remedies (including equitable rights and rights under guarantees indemnities, liens and other encumbrances)

2. A Floating Charge over all the Company's undertaking Property and assets wherever and wherever both present and future (including heritable and other property and assets in Scotland). Pursuant to the Debenture the Company has agreed that it will not, without the prior written consent of the Bank, create or allow to subsist any mortgage, charge, assignment by way of security pledge, lien (save where arising by operation of law in the usual course of business) hypothecation, preferential rights (save as arising under the general law for the protection of certain classes of creditors) or trust or other arrangement made for the purpose of or having an economic or financial effect similar to that of security or other security interest of any kind over any of the assets charged by the Debenture nor attempt or otherwise agree to do so and the Company will not sell, transfer, assign, factor, discount or otherwise dispose of any of the assets charged by the Debenture without the prior written consent of the Bank (except of a disposal at market value in the usual course of trading of assets charged by way of Floating Charge only) or attempt to agree to do so.

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 B. Walker

Date 31/3/00

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

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- 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.
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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. 03790143

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 31st MARCH 2000 AND CREATED BY BARNSLEY PREMIER LEISURE FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO CO-OPERATIVE BANK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 4th APRIL 2000.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 7th APRIL 2000.

R. J. G. H.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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