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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

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

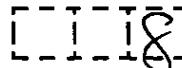
*insert full name of Company

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number



4039562

Name of company

* Georgica PLC (the "Company")

Date of creation of the charge

22 October 2007

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

Debenture (the "Debenture")

Amount secured by the mortgage or charge

All obligations and liabilities of any kind incurred by the Company from time to time under or in connection with, as and when they become due for payment or discharge, the following documents each as from time to time amended, restated, novated or replaced however fundamentally (each a "Senior Finance Document" and together the "Senior Finance Documents")

(a) the Debenture,

(b) the £127,000,000 facilities agreement dated 4 May 2005 as amended and restated by a supplemental agreement dated 28 July 2005, and as amended by subsequent supplemental agreements dated 20 June 2006, 29 September 2006, 8 February 2007 and 13 February 2007 and as amended and restated by supplemental agreements dated 9 March 2007 and 27 July 2007 and as novated and amended and restated on 22 October 2007 between the Company, Tenpin Limited, certain Subsidiaries of the Company as guarantors, The Royal Bank of Scotland plc as agent, arranger and Security Trustee and the Finance Parties defined therein (the "Group Facilities Agreement"),

See Continuation Sheet No 1

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

The Royal Bank of Scotland plc (and its successors) of 135 Bishopsgate, London on behalf of itself as security trustee and the banks and financial institutions from time to time parties to the Senior Finance Documents (the "Security Trustee")

Postcode EC2M 3UR

Presentor's name address and reference (if any)

Norton Rose LLP
3 More London Riverside
London
SE1 2AQ

RPAL/6707834

Time critical reference

For official Use (06/2005)

Mortgage Section

Post room

WEDNESDAY



LXYWPU2X

LD3

24/10/2007

36

COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

- 1 The following charges are given with full title guarantee, subject only to certain existing security interests granted by the Company
 - 2 The Company charges, by way of first fixed charge, all present and future assets of the Company of the following types
 - (a) land, interests in land and fixtures,
 - (b) plant, machinery and other equipment, except equipment of a type which is disposed of in the ordinary course of trading,
- See Continuation Sheet No 1

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

A fee is payable to Companies House in respect of each register entry for a mortgage or charge (See Note 5)

Signed Norton Rose LLP Date 24 October 2007

On behalf of ~~XXXXXXXXXXXX~~ (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
- 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

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Particulars of a mortgage or charge (continued)

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binding margin

Continuation sheet No 1
to Form No 395 and 410 (Scot)

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

Company Number

4039562

Name of Company

Georgica PLC

~~XXXXXX~~

* delete if
inappropriate

Description of the instrument creating or evidencing the mortgage or charge (continued) (note 2)

(c) the £55,000,000 facilities agreement dated 29 September 1999, as subsequently amended (including by way of restatement) by supplemental agreements dated 4 May 2000, 21 December 2001, 29 July 2002, 10 April 2003, 23 October 2003 and 4 May 2005 and made between (inter alios) the Company, Allied Leisure Limited, the Original Lenders defined therein and The Royal Bank of Scotland plc as facility agent (the "Georgica Facilities Agreement"),

(d) the senior credit agreement dated 20 December 2002 and made between, amongst others, Megabowl Limited, Pondtrail Limited, Megabowl Group Limited, Megabowl Services (C I) Limited and The Royal Bank of Scotland plc, as amended and restated by restatement deeds dated 23 October 2003, 7 November 2003, 23 December 2003 and 8 December 2004 and 4 May 2005, pursuant to which £81,200,000 credit facilities were made available to Megabowl Group Limited and certain other companies (the "Tenpin Facilities Agreement"),

(e) any other document creating or evidencing the security interests created by the Debenture and any other existing or future security interests granted by a chargor under the Debenture to the Security Trustee to secure the payment and discharge the obligations undertaken to be paid or discharged in the Debenture,

(f) any other document defined as a "Finance Document" in either the Group Facilities Agreement, the Tenpin Facilities Agreement or the Georgica Facilities Agreement (the "Facilities Agreements"), and

(g) any other document designated as such by the Company and the Security Trustee at any time,
together, the "Secured Obligations"

c) debt and equity securities and other investments, including any shares or loan capital held in a subsidiary,

(d) any contract entered into and designated a "Key Contract" by the Security Trustee,

(e) certain material accounts, including any account designated a "Receipts Account" by and held with the Security Trustee to receive money following the occurrence of a default under any Facilities Agreement, any account designated a "Cash Collateral Account" under a Facilities Agreement, any account in the name of the Company with the Security Trustee to which the proceeds of the issue of any high yield notes under a Facilities Agreement are credited and any account of the Company held with the Security Trustee or any other Bank,

(f) intellectual property of all kinds,

(g) monetary claims of any kind, and

(h) goodwill and uncalled capital,

in each case together with all associated rights

3 Any of the Company's leasehold property, and rights associated thereto, shall only be subject to the charges described in 2 above if such charge does not give rise to a default under the relevant lease that would otherwise entitle the relevant landlord to terminate it, unless the Company has acquired the relevant landlord's consent to such charge. If such consent is obtained, the Company shall, if so required by the Security Trustee, enter into a supplemental deed in favour of the Security Trustee in respect of such property and/or rights

4 The Company charges, by way of first floating charge, its undertaking and all its present and future assets other than those effectively charged under 2 and 3 above

5 The Company undertakes that, without the agreement of the Security Trustee, no security interest will exist over, or in relation to, any asset charged under 2, 3 and 4 above other than certain permitted security interest described in the Group Facilities Agreement

Please do not
write in this
binding margin

Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)

*Please complete
legibly, preferably
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bold block lettering*

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No 04039562

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 22nd OCTOBER 2007 AND CREATED BY GEORGICA PUBLIC LIMITED COMPANY FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE ROYAL BANK OF SCOTLAND PLC (AND ITS SUCCESSORS) (THE SECURITY TRUSTEE) UNDER THE TERMS OF THE AFOREMENTIONED INSTRUMENT CREATING OR EVIDENCING THE CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 24th OCTOBER 2007

GIVEN AT COMPANIES HOUSE, CARDIFF THE 30th OCTOBER 2007

A handwritten signature in black ink, appearing to be 'R. H.' or similar.



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES