

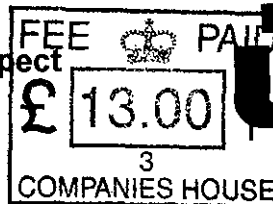
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COMPANIES FORM No. 395

154520/65

Particulars of a mortgage or charge

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



395

CHFP025

Please do not write in this margin

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

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number



04284802

Name of company

* Fairview Ventures Limited

Date of creation of the charge

7 November 2005

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

Supplemental Deed to a Guarantee and Debenture

Amount secured by the mortgage or charge

See attached Rider A

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

The Governor and Company of the Bank of Scotland, The Mound, Edinburgh as Security Trustee

Postcode EH1 1YZ

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

Dickson Minto W.S.
DX ED 199
Edinburgh

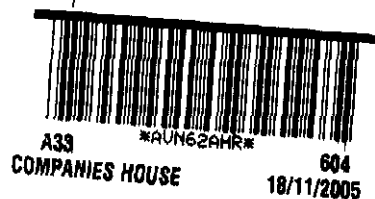
B027/469/ROM/KAM/CJM

Ref: fairview5.1dd

Time critical reference

For official Use (02/00)
Mortgage Section

Post room



Short particulars of all the property mortgaged or charged

See attached Rider B

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 Dickson Muir

Date 17 November 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

FAIRVIEW VENTURES LIMITED**(Registered Number 04284802)****RIDER A - FORM 395 - (SUPPLEMENTAL DEED TO A GUARANTEE
AND DEBENTURE)****Amount secured by the mortgage or charge**

All monies and all obligations and liabilities at the date of the Supplemental Deed to a Guarantee and Debenture or thereafter due, owing or incurred by it to the Secured Parties or any of them by the Chargor, under or pursuant to the Debenture (including without limitation under Clauses 2.1.1 and 2.1.2 thereof) in each case whether the same shall become due for payment or discharge whether by acceleration or otherwise.

Where:-

"Chargor"	means Fairview Ventures Limited (Registered Number 04284802) whose registered office is at 50 Lancaster Road, Enfield, Middlesex EN2 0BY;
"Debenture"	means the guarantee and debenture dated 27 March 2002 and made between the Chargor and the Security Trustee;
"Secured Parties"	means the Secured Parties as defined in the Debenture; and
"Security Trustee"	means The Governor and Company of the Bank of Scotland of The Mound, Edinburgh EH1 1YZ

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FAIRVIEW VENTURES LIMITED**(Registered Number 04284802)****RIDER B - FORM 395 (SUPPLEMENTAL DEED TO A GUARANTEE AND DEBENTURE)****Short particulars of all the property mortgaged or charged**

The Chargor in terms of the Supplemental Deed to a Guarantee and Debenture charges to the Security Trustee, on the same terms and conditions as the terms and conditions of the Debenture, by way of first legal mortgage with full title guarantee as a continuing security for the payment and discharge of the monies, obligations and liabilities covenanted to be paid under or pursuant to clause 2 of the Supplemental Deed to a Guarantee and Debenture the Further Property together with all liens, charges, options, agreements, rights and interests in or over such property and all buildings and Fixtures thereon and all rights, easements and privileges appurtenant to, or benefiting, the same.

Where:-

"Fixtures"

means the Fixtures as defined in the Debenture;

"Further Property"

means freehold property forming part of the former Crawley Leisure Centre, Haslett Avenue, Crawley RH10 1TS as the same is shown edged and numbered 1 in red on the plan annexed to a transfer of even date with the Supplemental Deed to a Guarantee and Debenture and made between Crawley Borough Council and the Chargor.

Terms defined in Rider A above shall bear the same meaning in this Rider B.

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CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 04284802

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A SUPPLEMENTAL DEED TO A GUARANTEE AND DEBENTURE DATED THE 7th NOVEMBER 2005 AND CREATED BY FAIRVIEW VENTURES LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE SECURED PARTIES OR ANY OF THEM 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 18th NOVEMBER 2005.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 22nd NOVEMBER 2005.

Dxm
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Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES