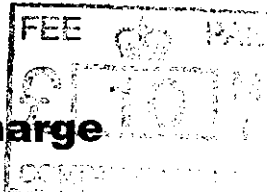


M

COMPANIES FORM No. 395

Particulars of a mortgage or charge

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge.



395

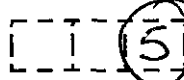
159482/10

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number



4501223

Name of company

* Bristol Rovers (1883) Limited

Date of creation of the charge

22 April 2003

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

Legal Charge

Amount secured by the mortgage or charge

All or any monies and liabilities which shall for the time being (and whether on or at any time after demand) be due owing or incurred in whatsoever manner to Deltavon Limited (the "Lender") by the Company, whether actually or contingently, solely or jointly and whether as principal or surety and including interest, costs and expenses and in particular (but without limitation) the principal sum of £200,000 (the "Principal Sum") and all or any such monies and liabilities due, owing or incurred under or pursuant to the facility letter from the Lender to the Company setting out the terms on which the Principal Sum would be lent by the Lender to the Company

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

Deltavon Limited The Beeches Broomhill Road Brislington Bristol

Postcode BS4 5RG

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

TLT Solicitors
One Redcliff Street
Bristol
BS99 7JZ

10CSG/44506/5/RET

Time critical reference

For official Use
Mortgage Section

Post room



A15
COMPANIES HOUSE

0634
29/04/03

Short particulars of all the property mortgaged or charged

Please see attached sheet

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

TLT S. D. S. D. S. D.

Date

28/4/03

On behalf of [company] ~~XXXXXXXXXXXX~~

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

Attachment to Form M395

Short Particulars of all the Property Mortgaged or Charged

1. [The Memorial Stadium, Filton Avenue, Bristol BS7 0AG and all buildings, fixtures (including trade fixtures) and fixed plant and machinery from time to time on such property together with all rights, easements and privileges appurtenant to, or benefiting, the same
2. All plant and machinery at the Property not included within paragraph 1 above and the benefit of all contracts and warranties relating to the same

(together the "Property")
3. All monies from time to time payable to the Company under or pursuant to all present and future contracts or policies of insurance effected by the Company or to which the Company is entitled in respect of the Property including without limitation the refund of any premiums

Note: The Legal Charge contains a covenant on the part of the Company not without the prior written consent of the Lender to create or purport to create or permit to subsist any mortgage, debenture, charge or pledge upon or permit any mortgage, charge (whether fixed or floating), pledge, lien, hypothecation, standard security, assignment by way of security or other security interest of any kind to arise on or affect any part of the property and rights of the Company described in paragraphs 1-3 above (inclusive).

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 04501223

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 22nd APRIL 2003 AND CREATED BY BRISTOL ROVERS (1883) LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO DELTAVON LIMITED ON ANY ACCOUNT WHATSOEVER 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 29th APRIL 2003.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 1st MAY 2003.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —