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COMPANIES FORM No. 395

Particulars of a mortgage or charge**COMPANIES HOUSE
FEE PAID
EDINBURGH****395***Please do not write in this margin*

Pursuant to section 395 of the Companies Act 1985

*Please complete legibly, preferably in black type, or bold black lettering*To the Registrar of Companies
(Address overleaf - Note 5)Company Number
4636778

For official use

7

Name of company

insert full name of company*BROOMCO (3119) LIMITED ("THE COMPANY")**

Date of creation of the charge

1 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 present and future obligations and liabilities of the Company to BoS, whether actual, contingent, sole, joint and/or several or otherwise, including, without prejudice to the foregoing generality, all obligations to indemnify BoS.

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

**THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND ("BoS")
THE MOUND
EDINBURGH**Postcode **EH1 1YZ**Presentor's name address and
reference (if any):**BURNES
50 LOTHIAN ROAD
FESTIVAL SQUARE
EDINBURGH EH3 9WJ
REF: JXD/BAN/5/564 (523869)**

Time Critical Reference

For official use:
Mortgage Section

Post room



Short particulars of all the property mortgaged or charged.

Please do not write in this margin

SEE PAPER APART 1

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

Particulars as to commission, allowance or discount (note 3)

N/A

Signed

B

Date: 11 Apr 2003

On behalf of ~~Company~~ mortgagee/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, e.g. '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. The address of the Registrar of Companies is: Companies House, Crown Way, Cardiff CF4 3UZ

PAPER APART 1 - M395 CONTD

BROOMCO (3119) LIMITED

LEGAL CHARGE

COMPANY NUMBER 4636778

Short particulars of the property mortgaged or charged:-

- (a) by way of legal mortgage the Property;
- (b) by way of fixed charge all buildings and other structures on, and items fixed to, the Property;
- (c) by way of fixed charge any goodwill relating to the Property or the business or undertaking conducted at the Property;
- (d) by way of fixed charge all plant, machinery and other items affixed to and forming part of the Property on or at any time after the date of the Legal Charge;
- (e) by way of assignment the Rental Sums together with the benefit of all rights and remedies of the Company relating to them to hold to BoS absolutely subject to redemption upon repayment of the Secured Liabilities;
- (f) by way of fixed charge the Property Insurance Proceeds; and
- (g) by way of floating charge all unattached plant, machinery, chattels and goods now or at any time after the date of the Legal Charge on or in or used in connection with the Property or the business or undertaking conducted at the Property.

In this Paper Apart 1:-

Conditions means the Lender's Commercial Charge Conditions (1995 Edition filed at HM Land Registry under reference MD308F/01);

Property means all that freehold property known as Former site of The Palace Theatre and Apollo Bingo, Friarsgate, Warrington, WA1 2RR, as the same registered at HM Land Registry with title absolute under title number CH455794.

Property Insurance Proceeds means all rights, benefits and claims (whether existing now or arising at any time in the future) under the policy or policies of insurance for or covering the Property or any interest in the Property effected from time to time in accordance with the provisions of the Conditions;

Rental Sums has the same meaning as in the Conditions;

Secured Liabilities means all present and future obligations and liabilities of the Company to BoS, whether actual, contingent, sole, joint and/or several or otherwise, including, without prejudice to the foregoing generality, all obligations to indemnify BoS.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 04636778

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 1st APRIL 2003 AND CREATED BY BRANNIGANS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY FORMERLY KNOWN AS BROOMCO (3119) LIMITED TO THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 11th APRIL 2003.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 16th APRIL 2003.

P. Ram



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES