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Please do not
write in
this marginPlease complete
legibly, preferably
in black type, or
bold block lettering* insert full name
of Company

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.

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number

32

99885

Name of company

* Stoke City Football Club Limited

Date of creation of the charge

20 FEBRUARY 2003

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

Legal Charge

Amount secured by the mortgage or charge

All monies obligations 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 the Bank by the customer whether actually or contingently and whether solely or jointly with any other person and whether as principal or surety and whether or not the Bank shall have been an original party to the relevant transaction including interest discount commission or other lawful charges and expenses which the Bank may in the course of its business charge in respect of any of the matters aforesaid or for keeping the customer's account(s) (and also including the costs charges and expenses referred to in the Legal Charge) and so that interest shall be computed and compounded

Cont

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

The Co-operative Bank p.l.c
1 Balloon Street Manchester

Postcode M60 4EP

Presentor's name address and
reference (if any) :Berg & Co
Scottish Mutual House
35 Peter Street
Manchester M2 5RG

Time critical reference

For official Use
Mortgage Section

Post room

A50
COMPANIES HOUSE0761
08/03/03

By way of legal mortgage all legal interests and otherwise by way of specific equitable charge the property known as Land at Trentham Lakes Stoke-on-Trent (the "Property") as a continuing security for the payment or discharge on demand of the customer's indebtedness

By way of floating charge (as a continuing security for the payment or discharge of the customer's indebtedness) the Equipment meaning all unfixed plant and machinery and other chattels and equipment now or in the future in on or about the Property and includes any part or parts thereof

Cont ...

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Particulars as to commission allowance or discount (note 3)

NONE

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge. (See Note 5)

Signed

Burg..

Date

7 Mar 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, 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:-

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binding margin

COMPANIES FORM No. 395 (Cont.) AND FORM No. 410 (Scot)(Cont.)

**Particulars of a mortgage or charge
(continued)**

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

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

* delete if
inappropriate

Company number

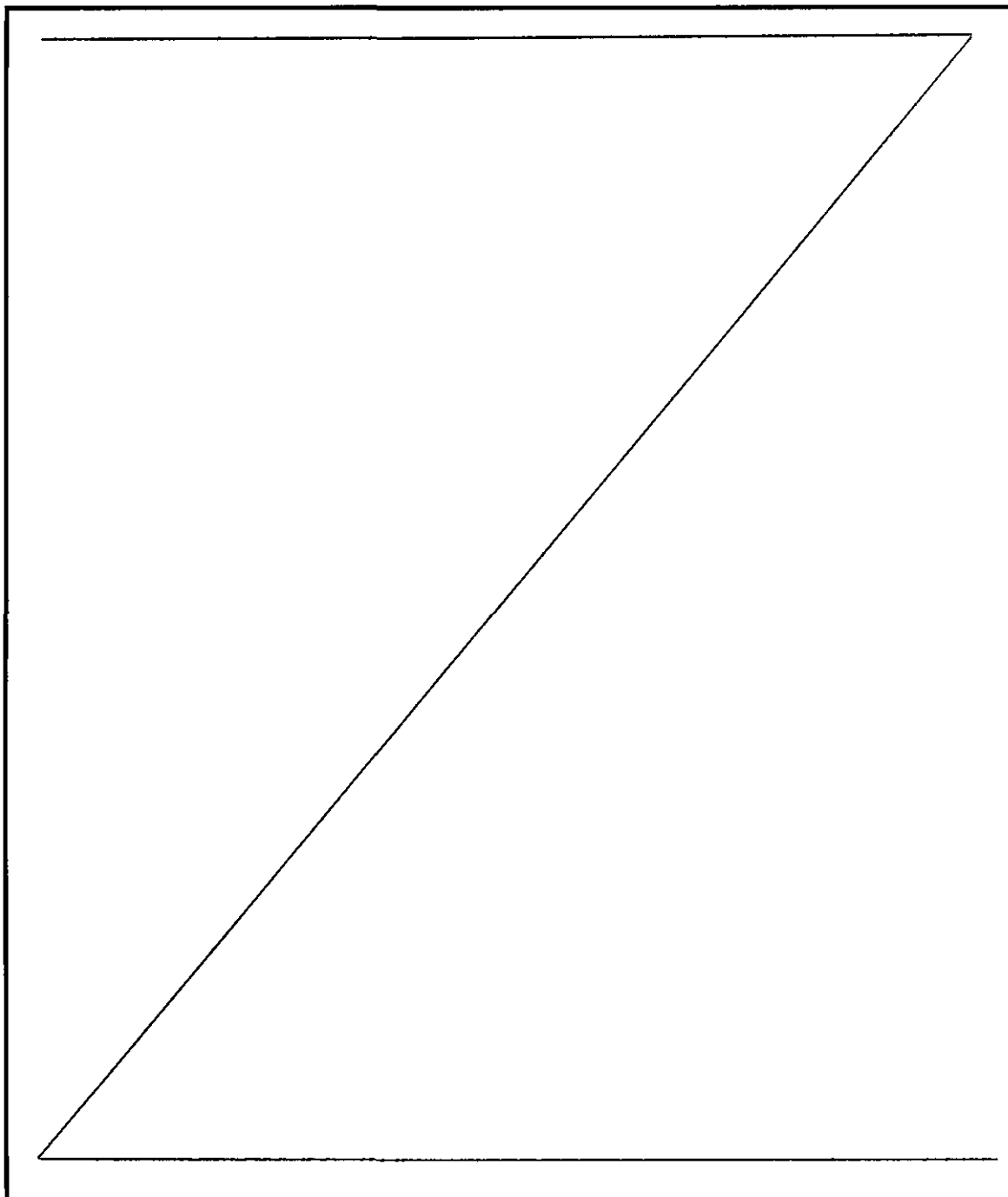
99885

Name of company

Stoke City Football Club

Limited *

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



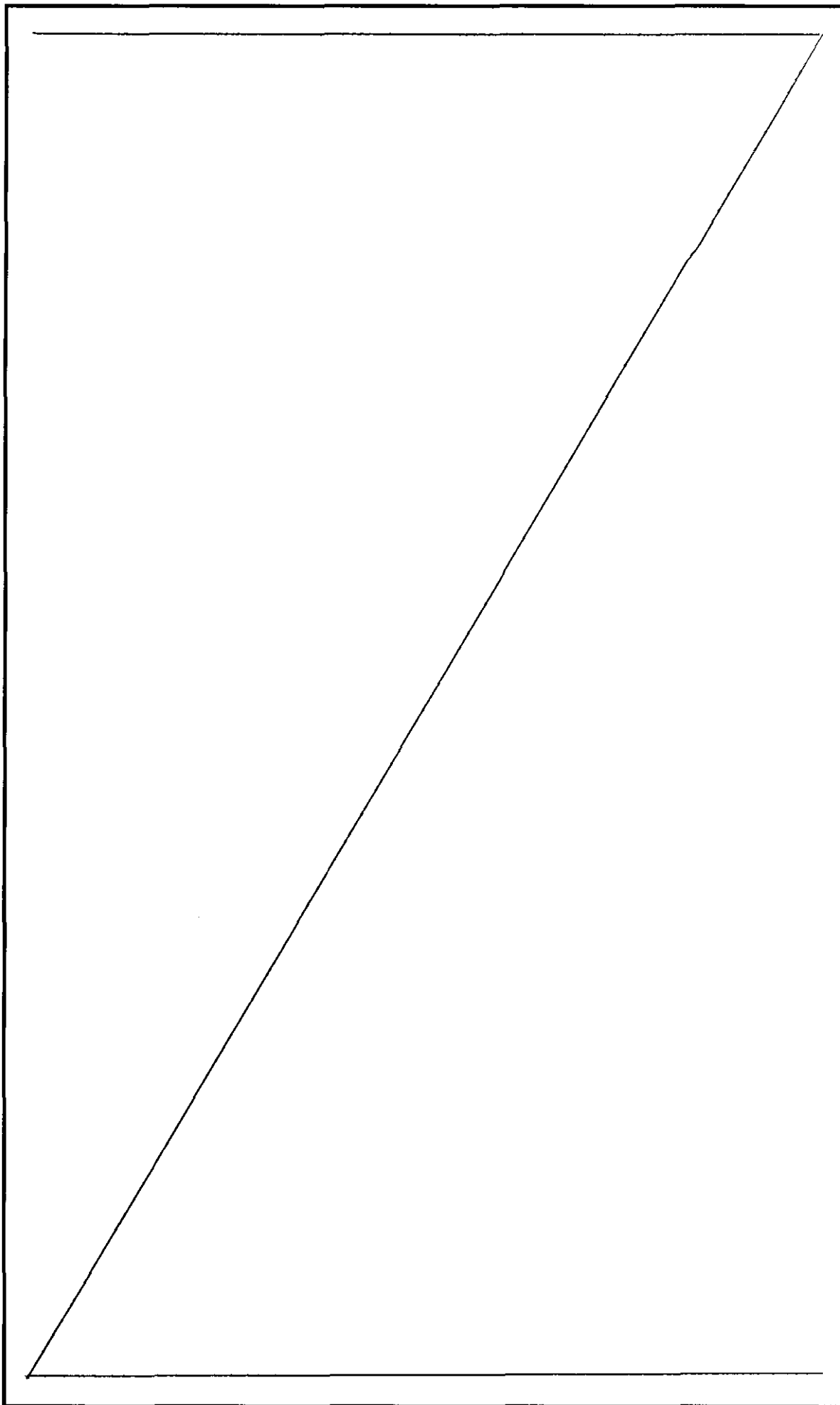
according to the usual mode of the Bank as well after as before any
demand or judgment or the insolvency of the customer

*Please complete
legibly, preferably
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bold block lettering*

Please do not
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Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)

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



Assigns unto the Bank (as a continuing security for the payment or
discharge of the customer's indebtedness) the goodwill of the business
carried on at or from the Property _____

*Please complete
legibly, preferably
in black type, or
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. 00099885

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 20th FEBRUARY 2003 AND CREATED BY STOKE CITY FOOTBALL CLUB LIMITED 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 8th MARCH 2003.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 11th MARCH 2003.

PA
SC



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —