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395

Particulars of a mortgage or charge

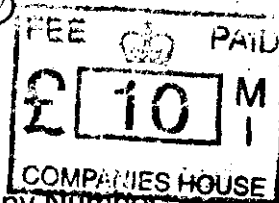
Pursuant to section 395 of the Companies Act 1985

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complete
legibly,
preferably in
black type or
bold block
lettering

To the Registrar of Companies

For Official Use

Company Number



HSBC / 000217 / £20

Name of company

CARLISLE UNITED ASSOCIATION FOOTBALL CLUB (1921) LIMITED ("the Company")

Date of creation of the charge

10 September 2001

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

Mortgage by way of specific legal charge and third party charge

Amount secured by the mortgage or charge

All monies which shall from time to time be owing from the Company to JML and further all monies obligations and liabilities which may now or at any time hereafter may be or become due owing or incurred by CUFC Holdings Limited on to JML on any account or agreement (whether solely or jointly with any other person and whether as principal or surety) present or future actual or contingent together with interest thereon

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

JERROLD MORTGAGE CORPORATION LIMITED of Bracken House, Charles Street, Manchester, M1 7BD ("JML")Presenter's name, address and
reference (if any):**Boote Edgar Esterkin
5th Floor, Bracken House,
Charles Street, Manchester
M1 7BE****DX: 14440 Manchester 2:**

Ref: EBE.am.200169

Time critical reference

For Official Use
Mortgage section

Post Room

JMA
COMPANIES HOUSE0920
28/09/01

By way of legal mortgage the Property referred to below and/or the proceeds of sale thereof

Property:

All that freehold land and buildings situate at and known as 259, 273 & 275 Warwick Road, Carlisle, Cumbria

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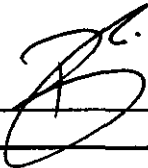
Please complete legibly, preferably in black bold type or bold block lettering

Particulars as to commission allowance or discount (note 3)

N/A

For JML

Signed



Date 28 September 2001

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

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 00175280

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A MORTGAGE BY WAY OF SPECIFIC LEGAL CHARGE AND THIRD PARTY CHARGE DATED THE 10th SEPTEMBER 2001 AND CREATED BY CARLISLE UNITED ASSOCIATION FOOTBALL CLUB (1921) LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM CUFC HOLDINGS LIMITED TO JERROLD MORTGAGE CORPORATION LIMITED ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 28th SEPTEMBER 2001.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 3rd OCTOBER 2001.

Handwritten signature



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES