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CHFP041

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Please 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

Pursuant to section 395 of the Companies Act 1985

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



395

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

For official use Company number

Name of company

34

00175280

* Carlisle United Association Football Club (1921) Limited

Date of creation of the charge

30 August 2002

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

Legal Charge

Amount secured by the mortgage or charge

The payment of all monies and liabilities due or to become due to the scheme fund under the terms of the Voluntary Arrangement under Part 1 of the Insolvency Act 1986 as approved by the creditors and members of Carlisle United Association Football Club (1921) Limited on 2nd August 2002.

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

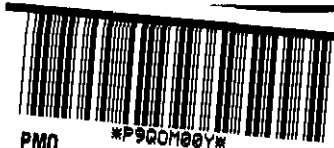
David James Elliot and David Malcolm Walker, Licenced Insolvency Practitioners of BKR Haines Watts, Sterling House, Maple Court, Maple Rd, Tankersley, Barnsley

Postcode S75 3DP

Presentor's name, address and
reference (if any):

Hartley Linfoot & Whitlam
Princess House, 122 Queen
Street
Sheffield S1 2DW
DX 10643 Sheffield 1

For official use
Mortgage section



PMO *P900M00Y* 0138
COMPANIES HOUSE 4 19/02
A02 *A72TIE3B* 0570
COMPANIES HOUSE 10/09/02
A06 *A2H0M0X2* 070Z
COMPANIES HOUSE 04/09/02

Time critical reference

Short particulars of all the property mortgaged or charged

All that property known as the freehold land at Stoneyholme, Carlisle, registered at HM Land Registry under title number CU115750.

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

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

Particulars as to commission allowance or discount (note 3)

Signed Katley Limited & Unilever Date 30 August 2002

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:-
Companies House, Crown Way, Cardiff CF4 3UZ.

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 LEGAL CHARGE DATED THE 30th AUGUST 2002 AND CREATED BY CARLISLE UNITED ASSOCIATION FOOTBALL CLUB (1921) LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO DAVID JAMES ELLIOT AND DAVID MALCOLM WALKER, LICENCED INSOLVENCY PRACTITIONERS 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 4th SEPTEMBER 2002.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 12th SEPTEMBER 2002 .



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —