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COMPANIES FORM No. 395

Particulars of a mortgage or charge**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 block lettering* insert full name
of company

To the Registrar of Companies

For official use

Company number

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303529

M 249 / Nov 22 / 88

Name of company

* BOSTON UNITED FOOTBALL CLUB LIMITED

Date of creation of the charge

14th March, 1988

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

LEGAL CHARGE

Amount secured by the mortgage or charge

Firstly all and every sum or sums of money paid by the mortgagee to Barclays Bank PLC pursuant to a guarantee provided that all sums of money received by the mortgagee as agent for the said Bank in respect of a loan of £20,000.00 and the difference (if any) between the rate of interest payable by the company under the said loan and the rate of interest payable under a Facility Letter shall not be deemed to be monies paid by the mortgagee pursuant to such guarantee and Secondly all and every sum of money as shall be owing to the mortgagee by the company upon any account or for any other matter or thing whatsoever

K-514
02/3

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

WHITBREAD and COMPANY PUBLIC LIMITED COMPANY

whose registered office is at BREWERY CHISWELL STREET

LONDON

Postcode

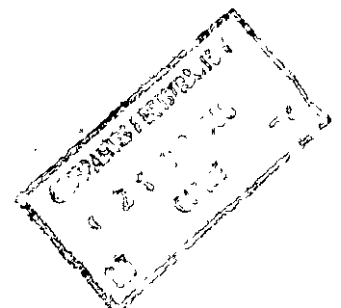
EC1Y 4SD

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

Company Solicitor,
Whitbread & Co. Plc
P.O. Box 38
Calendar Street
BLACKBURN
BB1 1HG

For official Use
Mortgage Section

Post room

REGISTERED**21 MAR 1988**

Time critical reference

Short particulars of all the property mortgaged or charged

- (1) The freehold property known as
14 and 16 Spain Place Boston Lincolnshire
("the mortgaged property")

- (2) All the plant machinery and fittings furniture equipment
implements and utensils now and in the future at the
mortgaged property

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write in
this margin

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

Particulars as to commission allowance or discount (note 3)

Signed

A. W. W. W. W.

Date 17th March, 1988

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.



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

I hereby certify that a mortgage or charge dated the 14th March 1988 and created by BOSTON UNITED FOOTBALL CLUB LIMITED for securing all moneys due or to become due from the Company to Whitbread and Company Public Limited Company on any account whatsoever pursuant to a guarantee and Facility Letter and under the terms of the Charge

was registered pursuant to Chapter I Part XII of the Companies Act 1985, on the 21st March 1988

Given under my hand at the Companies Registration Office.

Cardiff the 23 MAR 1988

No. 303529

Y. A. WILSON

an authorised officer

Certificate and instrument received by

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Date