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COMPANIES FORM No. 395

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

395

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

To the Registrar of Companies

For official use Company number

MS

1947851

Name of company

* MIDDLESBROUGH FOOTBALL & ATHLETIC COMPANY (1986) LIMITED

*Insert full name
of company

Date of creation of the charge

23 May 1995

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

Assignment by way of charge

Amount secured by the mortgage or charge

All payments and other liabilities of the Company to
Internationale Nederlanden Lease (UK) Limited pursuant to the
obligations contained in a bridging facility of £8,000,000 under
the terms of a facility letter dated 22nd May 1995 (the "Bridging
Facility")

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

Internationale Nederlanden Lease (UK) Limited, 99 Gresham Street,
London

Postcode EC2P 2BR

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

Beaumont and Son
Fifth Floor
Lloyds Chambers
1 Portsoken Street
London E1 8AW
Ref: PAR/nm/5451/5

Time critical reference

For official use
Mortgage section

Post room



Short particulars of all the property mortgaged or charged

All right, title and interest of the Company in relation to the Agreement dated 18th May 1995 ("the Cellnet Agreement") made between the Company and Telecom Securicor Cellular Radio Limited ("Cellnet") including:-

- (i) All monies which are now or at any time hereafter may be or become due or owing to the Company under or arising out of the Cellnet Agreement
- (ii) All claims for damages in respect of breach of the Cellnet Agreement
- (iii) The full benefit of any guarantees (if any), indemnities and other securities of whatever nature held by the Company from time to time in respect of the Cellnet Agreement.

Please do not 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

Remman and Son

Date

June 6, 1995

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.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 01947851

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT AN ASSIGNMENT BY WAY OF CHARGE DATED THE 23rd MAY 1995 AND CREATED BY MIDDLESBROUGH FOOTBALL & ATHLETIC COMPANY (1986) LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO INTERNATIONALE NEDERLANDEN LEASE (UK) LIMITED PURSUANT TO THE OBLIGATIONS CONTAINED IN A BRIDGING FACILITY OF £8,000,000 UNDER THE TERMS OF A FACILITY LETTER DATED 22nd MAY 1995 (THE "BRIDGING FACILITY") WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 10th JUNE 1995.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 13th JUNE 1995.

M. Ikram Dar
M. IKRAM DAR.

for the Registrar of Companies

Post
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C O M P A N I E S H O U S E

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