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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

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

[] [] [] [] [] []

03218753

Name of company

* THE SPORTSCARD CREDIT CARD COMPANY LIMITED

Date of creation of the charge

21 OCTOBER 1999

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

RENT DEPOSIT DEED DATED 21 OCTOBER 1999 BETWEEN (1) ASDA PROPERTIES
LIMITED AND (2) THE SPORTSCARD CREDIT CARD COMPANY LIMITED

Amount secured by the mortgage or charge

(THE SUM OF £7,315.00 (SEVEN THOUSAND THREE HUNDRED AND FIFTEEN POUNDS) IS
DEPOSITED BY THE SPORTSCARD CREDIT CARD COMPANY LIMITED (THE LESSEE) AS
SECURITY TO ASDA PROPERTIES LIMITED (THE LESSOR) FOR THE PAYMENT OF THE
RENTS RESERVED BY THE LEASE AND FOR THE PERFORMANCE AND OBSERVANCE BY
THE LESSEE OF THE COVENANTS AND CONDITIONS ON THE PART OF THE LESSEE
CONTAINED IN A LEASE DATED 21 OCTOBER 1999 BETWEEN THE LESSOR AND THE
LESSEE

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

ASDA PROPERTIES LIMITED (COMPANY REGISTRATION No 732787)
58 QUEEN ANNE STREET
LONDON

Postcode W1M 9LA

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

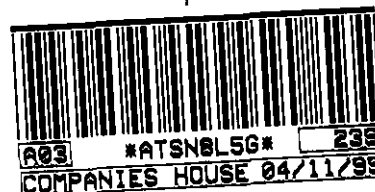
Mishcon de Reya
21 Southampton Row
London
WC1B 5HS

51/NID/ABS/8775-340-9

Time critical reference

For official Use
Mortgage Section

Post room



THE SUM OF £7,315 DEPOSITED IN AN ACCOUNT DESIGNATED BY ASDA PROPERTIES LIMITED AT LLOYDS BANK PLC 72 LOMBARD STREET LONDON EC1 (ACCOUNT NUMBER 7212998)

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

Mishon de Raza

Date 3/11/99

On behalf of [company] [mortgagee/chargee] †

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

† 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. 03218753

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A RENT DEPOSIT DEED DATED THE 21st OCTOBER 1999 AND CREATED BY THE SPORTSCARD CREDIT CARD COMPANY LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO ASDA PROPERTIES LIMITED UNDER THE TERMS OF THE LEASE OF EVEN DATE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 4th NOVEMBER 1999.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 9th NOVEMBER 1999.

A handwritten signature in black ink, consisting of a stylized 'S' and 'D'.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

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