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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

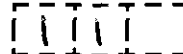
A fee of £13 is payable to Companies House in respect
of each register entry for a mortgage or charge.

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number



3295063

Name of company

* West Bromwich Albion Football Club Limited (the "Company")

Date of creation of the charge

22 April 2005

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

Legal Charge dated 22 April 2005 given by the Company in favour of the Bank
(as defined below) (the "Charge")

Amount secured by the mortgage or charge

Please see Part 1 of the attached Schedule

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

Barclays Bank PLC of 15 Colmore Row, Birmingham (the "Bank")

Postcode B3 2WN

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

Pinsent Masons
3 Colmore Circus
Birmingham
B4 6BH
AH/628541 07002

20211227v1

Time critical reference

For official Use (02/00)
Mortgage Section

Post room



Short particulars of all the property mortgaged or charged

Please see Part 2 of the attached Schedule

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

Particulars as to commission allowance or discount (note 3)

Nil

Signed

Pinsent Masans

Date 27 April 2005

On behalf of [company] ~~XXXXXXXXXXXX~~ †

*A fee 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 A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge. Cheques and Postal Orders must be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is: Companies House, Crown Way, Cardiff CF14 3UZ

SCHEDULE

Part 1

Amount secured by the mortgage or charge

24 All monies and liabilities at the date of the Charge or in the future due, owing or incurred to the Bank by the Company whether actually or contingently and whether solely or jointly with any other person and whether as principal or surety including interest, discount, commission or other lawful charges and expenses which the Bank may in the course of its business charge in respect of any of the matters aforesaid or for keeping the Company's account (the "**Secured Liabilities**").

Part 2

Short particulars of all the property mortgaged or charged

The Company with full title guarantee charged by way of legal mortgage the freehold property known as or being The Hawthorns Football Ground, West Bromwich (the "**Mortgaged Property**") with the payment or discharge of the Secured Liabilities.

The Company covenanted with the Bank that:-

1. if and so long as the title to the Mortgaged Property or any part thereof is not registered under the Land Registration Acts 1986 to 2002 no person shall during the continuance of the security created by the Charge be registered under the said Acts as proprietor of the Mortgaged Property or any part thereof without the consent in writing of the Bank; and
2. upon any such registration the Company will forthwith deliver to the Bank all Land Certificates relating to the Mortgaged Property unless such certificates are deposited with the Land Registry.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03295063

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 22nd APRIL 2005 AND CREATED BY WEST BROMWICH ALBION FOOTBALL CLUB LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO BARCLAYS BANK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 4th MAY 2005.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 6th MAY 2005.

P Dm



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES