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CHFP025

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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

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

3674979

Name of company

* Bolton Whites Hotel Limited (the "Company")

Date of creation of the charge

24 May 1999

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

Legal mortgage dated 24 May 1999 and executed by the Company in favour
of National Westminster Bank Plc (the "Bank") (the "Charge")

Amount secured by the mortgage or charge

- (i) all present and/or future indebtedness of the Company to the Bank on any current and/or other account with interest and bank charges; and
- (ii) all other liabilities whatsoever of the Company to the Bank present future actual and/or contingent; and
- (iii) all costs, charges and expenses howsoever incurred by the Bank in relation to the Charge and such indebtedness and/or liabilities on a full indemnity basis,

and for the payment of interest on the foregoing day by day from demand until full discharge (as well after as before judgment) at the rate payable or deemed to be payable by the Company (the "Secured Obligations").

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

National Westminster Bank Plc
100 Barbirolli Square
Lower Mosely Street
Manchester

Postcode M2 3NA

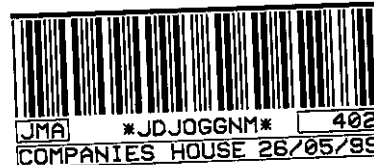
Presentor's name address and
reference (if any):

Dibb Lupton Alsop
101 Barbirolli Square
Manchester
M2 3DL

REF: REF/co/Bol

Time critical reference

For official Use
Mortgage Section



037122 RBS #20.

395

t particulars of all the property mortgaged or charged

The Company with full title guarantee charges by way of legal mortgage all and every interest in or over the Property which the Company at the date of the Charge or thereafter has power so to charge and charges in equity all other interests therein (the "Mortgaged Property") and the proceeds of sale thereof and charges to the Bank all monies to be received under any policy of insurance effected in respect of the Mortgaged Property as a continuing security to the Bank for the discharge on demand of the Secured Obligations.

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2. the Company with full title guarantee charges by way of floating security all moveable plant machinery implements utensils furniture and equipment building and other materials goods and other effects at the date of the Charge and from time to time thereafter placed on or used in or about the Mortgage Property.
3. The Company with full title guarantee assigns on to the Bank all that the goodwill and connection of any business or businesses from time to time carried on in or upon the Mortgaged Property or any part or parts thereof and the full benefit of all licences (which expression shall also include any registrations) held in connection

Particulars as to commission allowance or discount (note 3)

Signed

Date _____

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

**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

COMPANIES FORM No. 395 (Cont.) AND FORM No. 410 (Scot)(Cont.)

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binding margin

**Particulars of a mortgage or charge
(continued)**

Continuation sheet No _____
to Form No 395 and 410 (Scot)

CHFP025

Please complete
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Company Number

3674979

Name of Company

Bolton Whites Hotel Limited (the "Company")

Limited*

* delete if
inappropriate

Description of the instrument creating or evidencing the mortgage or charge (continued) (note 2)

Amount due or owing on the mortgage or charge (continued)

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Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)

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with such business(es) subject to redemption on payment of the
Secured Obligations.

The schedule to this Form M395 contains all relevant definitions.

Please complete
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Company Name: Bolton Whites Hotel Limited

Company Number: 3674979

Schedule to Form M395

In this Form M395, the following words and phrases shall have the meanings given below:-

"Property" means the leasehold property known as Bolton Whites Hotel, Reebok Stadium, Burnden Way, Lostock, Bolton BL6 6JW comprised in the following documents:-

- (i) lease (relating to hotel areas within the South Stand, Reebok Stadium, Horwich, Bolton) dated 24 May 1999 and made between (1) Bolton Wanderers Football and Athletic Company Limited and (2) the Company; and
- (ii) lease (relating to conference and banqueting areas, Reebok Stadium, Horwich, Bolton) dated 24 May 1999 and made between (1) Bolton Wanderers Football and Athletic Company Limited and (2) the Company.

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CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03674979

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL MORTGAGE DATED THE 24th MAY 1999 AND CREATED BY BOLTON WHITES HOTEL LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO NATIONAL WESTMINSTER BANK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 26th MAY 1999.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 28th MAY 1999.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

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