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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

5111

3966166

Name of company

* TANGRAM LEISURE LIMITED ("the Company")

Date of creation of the charge

5 SEPTEMBER 2003

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

Legal Charge

Amount secured by the mortgage or charge

All sums of money owed and all liabilities or obligations to be carried
out by the Company to the Bank at any time and from time to time
whether:-

- (a) they arise before or after the Bank has demanded that they are repaid or carried out; or
- (b) they are owed or to be carried out immediately or only after a stated event has occurred; or
- (c) the Company owe or are to carry them out on the Company's own or jointly with any other person or as guarantor for any other person

together with interest costs and expenses due from the Company to the Bank ("Secured Liabilities").

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

The Governor and Company of the Bank of Scotland, 1st Floor, 2 Robertson Avenue, Edinburgh ("the Bank")

Postcode EH11 1PZ

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

Salans
Clements House
14-18 Gresham Street
London
EC2V 7NN

CV/0201639.15

Time critical reference

For official Use
Mortgage Section

Post room



A32
COMPANIES HOUSE

0723
17/09/03

Short particulars of all the property mortgaged or charged

1. By way of Legal Mortgage the property ("the Property") known as:-

1.1 Freehold land adjoining Frinton Road, Thorpe Le Soken registered at H M Land Registry under title number EX697568

1.2 Freehold land at Hall Lane, Thorpe Le Soken registered at H M Land Registry under title number EX683434.

1.3 Freehold land known as Thorpe Hall, Station Road, Thorpe Le Soken registered at H M Land Registry under title number EX654059.

1.4 Freehold land east of Station Road, Thorpe Le Soken registered at H M Land Registry under title number EX658137.

2. By way of fixed charge all buildings and other structures on items fixed to the Property.

3. By way of fixed charge any goodwill relating to the Property or the business or undertaking conducted at the Property.

4. By way of fixed charge all plant, machinery and other items affixed to and forming part of the Property on or at any time after the date of this charge. the proceeds of any claim made under any insurance policy relating to any of the Property charged under this Charge.

SEE CONTINUATION SHEET

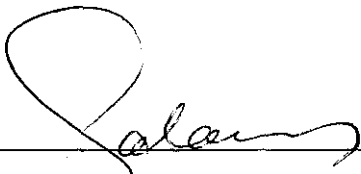
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Please complete legibly, preferably in black type, or bold block lettering

Particulars as to commission allowance or discount (note 3)

Not applicable

Signed



Date 15 September 2003

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 CF14 3UZ

Particulars of a mortgage or charge

395

Continuation Sheet

5. By way of assignment all rents and other sums at any time payable by any tenant or licensees of the Property to the Company together with the benefit of all the Company's rights and remedies relating to them to hold to the Bank absolutely subject to redemption upon repayment of the Secured Liabilities.

6. By way of fixed charge the proceeds of any claim made under any insurance policy relating to the Property.

7. By way of floating charge all unattached plant, machinery, chattels and goods now or at any time after the date of the charge on or in or used in connection with the Property for the business or undertaking conducted at the Property.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03966166

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 5th SEPTEMBER 2003 AND CREATED BY TANGRAM LEISURE LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 17th SEPTEMBER 2003.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 22nd SEPTEMBER 2003 .

A handwritten signature in black ink, appearing to be 'Pun'.



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES