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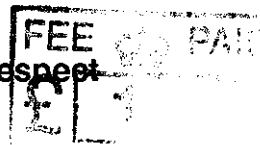
* insert full name
of Company

COMPANIES FORM No. 395

009523/20

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.



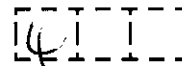
395

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number



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)

DEBENTURE

Amount secured by the mortgage or charge

All or any monies and liabilities which will for the time being (and whether on or any time after demand) be due owing or incurred in whatsoever manner to the Bank by the Company whether actually or contingently solely or jointly and whether as principal or surety and whether or not the Bank shall have been an original party to the relevant transaction and including interest discount commission and other lawful charges or expenses which the Bank may in the course of its business charge or incur in respect of any of those matters or keeping the Company's account and so that interest shall be computed and compounded according to the Bank's usual rates and practice as well as after as before any demand made or decree obtained under the Debenture

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



Short particulars of all the property mortgaged or charged

By way of legal mortgage the freehold property known as:-

1. Land adjoining Frinton Road, Thorpe Le Soken as the same is registered at H M Land Registry under title number EX697568.
2. Land at Hall Lane, Thorpe Le Soken as the same is registered at H M Land Registry under title number EX683434.
3. Thorpe Hall, Station Road, Thorpe Le Soken as the same is registered at H M Land Registry under title number EX654059.
4. Land to the east of Station Road, Thorpe Le Soken as the same is registered at H M Land Registry under title number EX658137.

together with all present and future buildings, fixtures (including trade and tenant's fixtures) plant and machinery which are at any time on the property referred to above.

SEE CONTINUATION SHEET

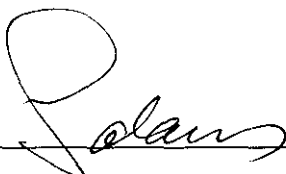
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Particulars as to commission allowance or discount (note 3)

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

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Continuation Sheet

2. All freehold and leasehold property (including the property referred to in paragraph (1) above now vested in the Company whether or not the title to the property is registered at H M Land Registry together with all present and future buildings, fixtures (including trade and tenant's fixtures), plant and machinery which are at any time on the property.

3. By way of fixed charge:-

(i) all future freehold and leasehold property belonging to the Company together with all buildings, fixtures (including trade and tenant's fixtures), plant and machinery which are at any time on the property.

(ii) all of the Company's present and future interests in or over land or the proceeds of sale of it and all the Company's present and future licences to enter upon or use land and the benefit of all other agreements relating to land to which the Company is or may become party or otherwise entitled and all fixtures (including trade and tenant's fixtures), plant and machinery which are at any time on the property charged under the Debenture.

(iii) all of the Company's goodwill and uncalled capital for the time being

(iv) all present and future stocks, shares and other securities owned (at law or in equity) by the Company and all rights and interests accruing or offered at any time in relation to them, all rights and interests in and claims under or policies of insurance and assurance held or to be held by or insuring to the benefit of the Company and the benefit of all rights and claims to which the Company are now or may in the future be entitled under any Contract

(v) all patents, patent applications, trade marks, trade mark applications, trading names, brand names, service marks, copyrights, rights in the nature of copyright, moral rights, inventions, design rights, registered designs, all trade secrets and know-how, computer rights, programmes, systems, tapes, disks, software, all applications for registration of any of them and other intellectual property rights held or to be held by the Company or in which the Company may have an interest and the benefit of all present and future agreements relating to the use of or licensing or exploitation of any such rights (owned by the Company or others) and all present and future fees, royalties or similar income derived from or incidental to any of the foregoing in any part of the world.

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(vi) all of the Company's present and future books and other debts and monetary claims whether payable now or in the future and the benefit of all the Company's present and future rights and claims against third parties relating to them and capable of being satisfied by the payment of money

(vii) all present and future plant and machinery not otherwise charged under this paragraph 3 and all of the Company's other present and future chattels (excluding any of the same for the time being forming part of the Company's stock in trade or work in progress)

(viii) all of the Company's present and future bank accounts, cash at bank and credit balances with any bank or other person whatsoever and all rights relating or attaching to them (including the right to interest)

4. By way of floating charge all the assets not effectively otherwise charged as provided above including (without limitation of the Company's immovable property in Scotland and any assets in Scotland falling within any of the types mentioned in paragraph 3 above but so that the Company is prohibited from creating any fixed security or mortgage or any other floating charge over the assets having priority over or ranking pari passu with the floating charge referred to in this paragraph 4

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 DEBENTURE 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 .

plm



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES