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

COMPANIES FORM No. 395 Particulars of a charge

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies



For official use Company number

N.T.	c		
Name	OI	com	pany

THE ARSENAL FOOTBALL CLUB PUBLIC LIMITED COMPANY

Date of creation of the charge

27TH JANUARY 2000

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

ASSIGNMENT

Amount secured by the mortgage or charge

All monies now due or hereafter to become due or from time to time accruing due from the Company to the Bank upon any account and in any manner whatsoever.

Short particulars of all the property mortgaged or charged

PLEASE SEE CONTINUATION SHEET 1

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

BARCLAYS BANK PLC **54 LOMBARD STREET**

LONDON EC3P 3AH

Presentor's name, address and reference (if any): 20 - 53 - 00

BARCLAYS LOAN SERVICANG CENTRE COMPANY REGISTRATIONS P.O. BOX 299 **BIRMINGHAM B1 3PF**

Time critical reference

For official use Mortgage section Post room 09/02/00 COMPANIES HOUSE

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Particulars of a charge continued

		Comp	any numbe	r
		10924	14	
Name of company				
THE ARSENAL FOOTBALL CLUB PUB	LIC LIMITED CON	1PAN>	/	
Particulars as to commission, allowance or di	scount (NOTE 3)		U	
FOR BARCLAYS BANK PLC				
			08 FEB	20 00
Signed V. Crewal	1	Date		
	MANAGER			

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.

Designation of position in relation to the company: BARCLAYS LOAN SERVICING CENTRE

- 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,
 - or 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. The address of the Registrar of Companies is:-

Companies House, Crown Way, Cardiff CF4 3UZ

Please do not write in this margin

Continuation Sheet No: 1

Particulars of a charge continued

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

Name of company

Company number					
109244	-				

THE ARSENAL FOOTBALL CLUB PUBLIC LIMITED COMPANY

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SHORT PARTICULARS OF ALL THE PROPERTY MORTGAGED OR CHARGED

ALL MONIES DUE OR OWING FROM TIME TO TIME BECOMING DUE OR OWING TO THE COMPANY UNDER OR BY VIRTUE OF THE CONTRACT(S) PARTICULARS WHEREOF ARE SPECIFIED IN THE SCHEDULE OR THE COMPANY'S RIGHT TO WHICH IS EVIDENCED BY THE DOCUMENT(S) SPECIFIED IN THE SCHEDULE TOGETHER WITH THE BENEFIT OF ALL SECURITIES FOR THE SAME.

SCHEDULE:

GUARANTEE DATED 10TH SEPTEMBER 1999 GIVEN BY BANCO POPULAR ESPANOL TO THE COMPANY RELATING TO MONEY PAYABLE UNDER A TRANSFER AGREEMENT DATED 4TH AUGUST 1999 BETWEEN THE COMPANY AND REAL MADRID FOOTBALL CLUB OF AVADE CONCHA ESPINA 1, 28036 MADRID, SPAIN FOR THE TRANSFER OF NICOLAS ANELKA BY THE COMPANY TO REAL MADRID F.C.





OF A MORTGAGE OR CHARGE

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

COMPANY No. 00109244

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT AN ASSIGNMENT DATED THE 27th JANUARY 2000 AND CREATED BY THE ARSENAL FOOTBALL CLUB PUBLIC LIMITED COMPANY 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 9th FEBRUARY 2000.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 11th FEBRUARY 2000.





