

# M

COMPANIES FORM No. 395

# 395

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\*insert full name of  
company

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies For official use  
(Address overleaf—Note 5)

Company Number

00670614

Name of Company

STRETTON LEISURE CLUBS LIMITED

Date of creation of the charge

16 September 1998

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

Third Supplemental Trust Deed dated 16 September 1998 between The Greenalls Group PLC (1)  
The Company & Others (2) and Royal Exchange Trust Company Limited (3) (the "Trust Deed")

Amount secured by the charge

The principal of and interest on the Stock (as defined below) and all other moneys intended to be secured by the Principal Trust Deed dated 5 June 1991 between Greenall Whitley Public Limited Company (1) Groves & Whitnall Limited, Magee, Marshall and Company, Limited and Greenalls Management Limited (2) and Royal Exchange Trust Company Limited (3) (the "Principal Trust Deed"), any deed expressed to be supplemental thereto and any other deed or instrument conferring rights on Royal Exchange Trust Company Limited executed or entered into pursuant to the Principal Trust Deed or any deed supplemental thereto.

As used in the Trust Deed and this form, the "Stock" means the £99,650,450 11½ per cent. Debenture Stock 2014 of The Greenalls Group PLC and any further debenture stock of The Greenalls Group PLC created or issued pursuant to Clause 3 of the Principal Trust Deed.

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

Royal Exchange Trust Company Limited

155 Bishopsgate, London

Postcode

EC2M 3TG

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

Linklaters & Paines  
One Silk Street  
London EC2Y 8HQ

Ref: JNP

NULL

Time critical reference

For Official Use  
Mortgage Section

Post Room



Short particulars of all the property charged

The undertaking and all the property and assets, present and future, wherever situated (including any uncalled capital) of the Company are charged by the Company with full title guarantee by way of first floating charge (the "floating charge") in favour of Royal Exchange Trust Company Limited to the intent that save as provided in the Principal Trust Deed the Company is prohibited from creating or having outstanding or increasing the maximum amount secured by any mortgage or charge in the whole or any part of its undertaking, property or assets, ranking in priority to or pari passu with the floating charge.

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Particulars as to commission allowance or discount (note3)

NIL

Signed

*Linklaters & Paines*

Date

*1/10/98*

On behalf of ~~[company]~~ [chargee]

† 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. The address of the Registrar of Companies is:-

Companies House, Crown Way, Cardiff CF4 3UZ

FILE COPY



## CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 00670614

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A THIRD SUPPLEMENTAL TRUST DEED DATED THE 16th SEPTEMBER 1998 AND CREATED BY STRETTON LEISURE CLUBS LIMITED FOR SECURING IN FAVOUR OF ROYAL EXCHANGE TRUST COMPANY LIMITED THE PRINCIPAL OF AND INTEREST ON THE STOCK, BEING £99,650,450 11 1/2 PER CENT. DEBENTURE STOCK 2014 OF THE GREENALLS GROUP PLC AND ANY FURTHER DEBENTURE STOCK OF THE GREENALLS GROUP PLC CREATED OR ISSUED PURSUANT TO CLAUSE 3 OF THE PRINCIPAL TRUST DEED, AND ALL OTHER MONIES INTENDED TO BE SECURED BY THE PRINCIPAL TRUST DEED DATED 5 JUNE 1991, ANY DEED EXPRESSED TO BE SUPPLEMENTAL THERETO AND ANY OTHER DEED OR INSTRUMENT CONFERRING RIGHTS ON ROYAL EXCHANGE TRUST COMPANY LIMITED EXECUTED OR ENTERED INTO PURSUANT TO THE PRINCIPAL TRUST DEED OR ANY DEED SUPPLEMENTAL THERETO WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 1st OCTOBER 1998.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 5th OCTOBER 1998.

A handwritten signature in dark ink, appearing to read 'R. N. Owens'.

RICHARD NEIL OWENS

for the Registrar of Companies

A handwritten signature in dark ink, appearing to be a stylized 'V.L.' or similar.



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