

M

COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge.

CHFP025

Please do not write in this margin

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

*insert full name of Company

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number

27

01024895

Name of company

* JJB Sports Plc (the "Depositor")

Date of creation of the charge

26 FEBRUARY 2001 AS AMENDED BY SUPPLEMENTAL DEED DATED 13 JUNE 2005

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

Mortgage of Bank Account as amended by Supplemental Deed (the "Mortgage")

Amount secured by the mortgage or charge

All moneys, obligations and liabilities which at the date of the Mortgage are or at any time after the date of the Mortgage may become due, owing or payable to the Mortgagee by or from the Depositor (whether actually or contingently, alone or jointly), under the Loan Note Instrument in respect of the Mortgage Notes including all interest from time to time payable to the Mortgagee in respect of the Mortgage Notes and all legal costs and other losses, damages, costs, charges and expenses (on a full indemnity basis) suffered or incurred by the Mortgagee from time to time as a result of or in connection with the enforcement of the Mortgage or the Loan Note Instrument or any other agreement or arrangement between the Depositor and the Mortgagee which relate to the Loan Notes (the "Secured Liabilities").

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

Thomas Blane Hunter and James Cairns McMahon as partners in the firm of Westcoast Capital having its principal place of business at Marathon House, Olympic Business Park, Drybridge Road, Dundonald, Kilmarnock (the "Mortgagee")

Postcode KA2 9BB

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

McGrigors
Princes Exchange
1 Earl Grey Street
Edinburgh
EH3 9AQ

GEF/IAM/WE0396.000171 603503

Time critical reference

For official Use
Mortgage Section



Short particulars of all the property mortgaged or charged

In terms of the Mortgage, the Depositor, with full title guarantee, assigns all its right, title and interest in and to the Deposit absolutely by way of security to the Mortgagee as a continuing security for the payment and discharge of the Secured Liabilities.

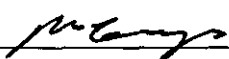
Please do not write in this margin

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

Particulars as to commission allowance or discount (note 3)

N/A

Signed



Date

23/6/05

On behalf of ~~XXXXXXXX~~ [mortgagee/chargee] †

A fee 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 A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge. Cheques and Postal Orders must be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is: Companies House, Crown Way, Cardiff CF14 3UZ

JJB Sports PLC (Company Number 1024895)**(the "Depositor")****Riders to Form 395****Definitions:**

In this Form 395, the terms set out below shall have the following meanings:

Account: the account numbered 611020 with the Bank in the name of the Depositor, or any replacement or substitute for that account;

Bank: HBOS Treasury Services PLC acting through its office at 155 Bishopsgate, London, EC2M 3UB with sort code 12-11-01;

Deposit: all sums which at the date of the Mortgage or may from time to time in the future be deposited in the Account and all other sums from time to time standing to the credit of the Account to be equal to the principal amount from time to time of the Mortgage Notes together with interest due or owing to the Mortgagee under the Loan Note Instrument in relation to the Mortgage Notes but unpaid thereon and the debts represented by all of the foregoing; and references to the Deposit shall include references to any part of it;

Deposit Agreement: the deposit agreement dated 26 February 2001 relating to the regulation of the Account and entered into between the Depositor (1), the Mortgagee (2) and the Bank (3);

Loan Notes: the secured notes issued by the Depositor pursuant to the Loan Note Instrument in an aggregate principal amount of £170,478,001;

Loan Note Instrument: a loan note instrument dated 11 September 1998 executed, inter alia, by the Depositor pursuant to which the Loan Notes were issued as amended by a Deed of Variation dated on or around the date of the Mortgage between the Depositor (1), UBS AG (2) and the Initial Noteholders (as listed therein) (3) and the Current Noteholders (as listed therein) (4) as amended by Deed of Variation dated 13 June 2005 between the Depositor (1), and the Noteholders (as defined therein) (2) as amended, supplemented or novated from time to time and at any time hereafter;

Mortgage Notes: the Loan Notes 2011 held by the Mortgagee bearing certificate number 5 in the principal amount of £81,493,912 as amended, supplemented or novated from time to time and at any time hereafter.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 01024895

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A MORTGAGE OF BANK ACCOUNT AS AMENDED BY SUPPLEMENTAL DEED DATED THE 13th JUNE 2005 AND CREATED BY JJB SPORTS PLC FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THOMAS BLANE HUNTER AND JAMES CAIRNS MCMAHON AS PARTNERS IN THE FIRM OF WESTCOAST CAPITAL UNDER THE TERMS OF THE AFOREMENTIONED INSTRUMENT CREATING OR EVIDENCING THE CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 23rd JUNE 2005.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 28th JUNE 2005.

P6



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES