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CHFP041

COMPANIES FORM No. 395

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

395**A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge.**Please do not
write in
this marginPlease complete
legibly, preferably
in black type or
bold block
lettering* Insert full name
of companyTo the Registrar of Companies
(Address overleaf - Note 6)

For official use Company number

8

01788466

Name of company

* Charlton Athletic Football Company Limited

Date of creation of the charge

23rd June 2006

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

Rent Deposit Deed

Amount secured by the mortgage or charge

Any failure by the Company to pay (whether or not any formal demand has been made) the whole or any part of the rents or other money payable under the lease dated 23rd June 2006 made between the Chargee as landlord (1) and the Company as tenant (2) ("the Lease") in respect of the premises known as Unit 6, Lombard Trading Estate, Charlton, London or to pay any costs and expenses incurred or payable to the Chargee as landlord under the Lease in consequence of any failure by the Company to observe and perform any of the obligations on the part of the tenant under the Lease or in consequence of the termination of the the Lease before the expiry of its term by forfeiture or any disclaimer by any liquidator of or a trustee in bankruptcy of the estate of the Company or otherwise than by agreement

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

Harmsworth Pension Funds Trustees (No. 2) Limited (Company Number 3291550) whose registered office is at 10 Bedford Street, Covent Garden, London

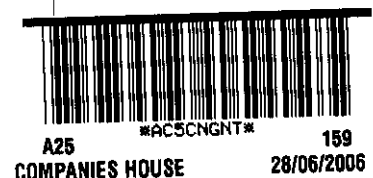
Postcode WC2E 9HE

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

Reed Smith *Ranbaud Chantel*
Minerva House
5 Montague Close SE1 9BB
DX 39904 London Bridge
South

For official use
Mortgage section

Post room



Time critical reference

Short particulars of all the property mortgaged or charged

The amount from time to time standing to the credit of a separate designated interest earning account (designated with the name of the Company) at a clearing bank or recognised building society opened or to be opened in the name of the Chargee wherein the sum of eight thousand, eight hundred and thirty-seven pounds and fifty pence (£8,837.50) is being initially lodged in accordance with the terms of the Rent Deposit Deed

Please do not write in this margin

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

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge. (See Note 5)

Particulars as to commission allowance or discount (note 3)

Nil

Signed *Reed Smith Rambaud Charot LLP*

Date 26/6/06

On behalf of [company/mortgagee/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. 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 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. 01788466

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT RENT DEPOSIT DEED DATED THE 23rd JUNE 2006 AND CREATED BY CHARLTON ATHLETIC FOOTBALL COMPANY LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO HARMSWORTH PENSION FUNDS TRUSTEES (NO.2) LIMITED 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 28th JUNE 2006.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 30th JUNE 2006.

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Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES