

# M

COMPANIES FORM No 395

B.054838

## Particulars of a mortgage or charge

£10

# 395

CHFP000

A fee of £10 is payable to Companies House in respect of each register entry for the mortgage or charge.

Pursuant to section 395 of the Companies Act 1985

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

For Official use

Company Number

01947851

Name of Company

\* Middlesbrough Football &amp; Athletic Company (1986) Limited ("Borrower")

Date of creation of the charge

24 March 2000

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

Deed of Release etc (the "Security Document")

Amount secured by the mortgage or charge

The "Liabilities", which are defined in the Fixed and Floating Security Document as meaning all present and future moneys, debts and liabilities due, owing or incurred by the Borrower to any Secured Party under or in connection with any Finance Document (in each case, whether alone or jointly, or jointly and severally, with any other person, whether actually or contingently and whether as principal, surety or otherwise).

Name and address of the mortgagees or persons entitled to the charge

Barclays Bank PLC, 5 The North Colonnade, Canary Wharf, London

(the "Chargee")

Postcode

E14 4BB

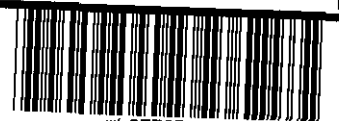
Presentor's name address and reference (if any):

Linklaters  
One Silk Street  
London EC2Y 8HQ  
Tel: 0171 456 2000

Ref: DZM/JMS

For official Use  
Mortgage Section

Post room



LD7  
COMPANIES HOUSE

\*L2F5CPG0\*

0457  
07/04/00

Time critical reference

(PLEASE SEE ATTACHED CONTINUATION SHEET)

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)

Nil

Signed *L. Matthews*

Date *6 April 2000*

On behalf of mortgagee/chargee<sup>†</sup>

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payable to  
Companies House in  
respect of each  
register entry for a  
mortgage or charge.  
<sup>†</sup> Delete as appropriate

**Note**

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 including 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:-

A fee of £10 is  
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charge.

Name of Company

Middlesbrough Football & Athletic Company (1986) Limited

Company Number

01947851

### Short particulars of all the property mortgaged or charged

The <sup>COMPANY</sup>Chargee has created a first fixed charge over the Rights Agreement in favour of the Chargee to secure the payment and discharge of all Liabilities on the terms of the Fixed and Floating Security Document.

In this Form, except to the extent that the context requires otherwise:

**"Facility Agreement"** means the Credit Agreement dated 23 December 1999 between the Borrower, Barclays Capital as Co-ordinator, Lombard Leasing Metropolitan Limited as Lessor and Barclays Bank Plc as Agent.

**"Finance Documents"** means the Facility Agreement, the Fixed and Floating Security Document, the fee letters referred to in Clause 13 (Fees) of the Facility Agreement and any document agreed between the Borrower and the Agent to be a Finance Document.

**"Finance Party"** means the Agent, the Co-ordinator or any Bank, each as defined in the Facility Agreement.

**"Fixed and Floating Security Document"** means the Fixed and Floating Security Document dated 23 December 1999 between the Borrower in favour of Barclays Bank PLC as Agent.

**"Rights Agreement"** means the Rights Agreement relating to media and commercial rights between De Facto 823 Limited and the Borrower dated 24 March 2000.

**"Secured Party"** means the Finance Parties and the Lessor, each as defined in the Facility Agreement.

**"Security"** includes any mortgage, pledge, lien, hypothecation, security interest or other charge or encumbrance and any other agreement or arrangement having substantially the same economic effect (and **"secured"** shall be construed accordingly)

FILE COPY



## CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 01947851

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEED OF RELEASE ETC MADE BETWEEN THE COMPANY (THE BORROWER) AND BARCLAYS BANK PLC DATED THE 24th MARCH 2000 AND CREATED BY MIDDLESBROUGH FOOTBALL & ATHLETIC COMPANY (1986) LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE BORROWER TO ANY SECURED PARTY (AS DEFINED) UNDER OR IN CONNECTION WITH ANY FINANCE DOCUMENT (AS DEFINED) WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 7th APRIL 2000.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 12th APRIL 2000.



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



COMPANIES HOUSE

HC026