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in black type, or
bold block lettering

* insert full name
of company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

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

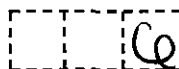
Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

(Address overleaf - Note 6)



02114486

Name of company

FULHAM FOOTBALL CLUB (1987) LIMITED, A Company incorporated in England and Wales whose registered office is at Motspur Park, New Malden Surrey KT3 6PT (the "**Borrower**")

Date of creation of the charge

11 December 2006

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

A Security Assignment the "**Assignment**" dated 11 December 2006 and made between (i) the Borrower and (ii) the Fortis Bank S.A/N.V the "**Lender**".

Amount secured by mortgage or charge

The "**Secured Liabilities**" being all liabilities which the Borrower has at the date of the Deed or at any later time or times under or in connection with the Loan Agreement, or any judgment relating to the Loan Agreement; and for this purpose, there shall be disregarded any total or partial discharge of these liabilities, or variation of their terms, which is effected by, or in connection with, any bankruptcy, liquidation, arrangement or other procedure under the insolvency laws of any country.

"**Loan Agreement**" means a Loan Agreement dated 11 December 2006 and made between (i) the Borrower and (ii) the Lender whereby it was agreed that the Lender would make available to the Borrower a facility of up to £8, 117, 238.94.

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

Fortis Bank S.A/N.V

Camomile Court, 23 Camomile Street

London

Postcode

EC3A 7PP

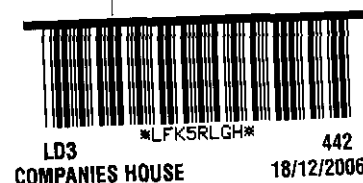
Presentor's name address and
reference (if any):

Watson, Farley & Williams LLP 15
Appold Street London
EC2A 2HB FOR
COLLECTION AT THE LONDON
COUNTER
WARJ1/20787.50022/26071629

Time critical reference

For official Use
Mortgage Section

Post room



Short particulars of all the property mortgaged or charged

The Borrower, with full title guarantee, assigns to the Lender absolutely all rights and interest which now or at any later time it has to, in or in connection with the Assigned Property.

"Assigned Property" means all rights and interests of every kind which the Borrower now or at any later time has to, in or in connection with, the Broadcasting Rights.

"Broadcasting Rights" means all rights and interests of every kind which the Borrower now or at any later time has to, in or in connection with amounts payable by the FAPL to the Borrower under or by reference to:

(a) the BSkyB Contract; or

(b) a contract dated 18 July 2006 made between (1) the FAPL and (2) Setanta Sports Limited.

"BSky B" means British Sky Broadcasting Limited whose registered office is at Grant Way, Isleworth, Middlesex TW7 5QD.

"BSky Contract" means a contract between FAPL and BSky B dated 9 August 2006 relating to Broadcasting Rights.

"FAPL" means the Football Association Premier League Limited whose registered office is at 30 Gloucester Place, London W1U 8PL.

Negative Pledge - The Borrower shall not sell, create any Security Interest not exclusively securing the Secured Liabilities over or otherwise dispose of any Assigned Property.

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or bold block lettering

Particulars as to commission allowance or discount (note 3)

A fee of £10 is payable
to Companies House in
respect of each register
entry for a mortgage or
charge.
(See Note 6)

Signed Watson, Ferry & Williams LLP Date 18 December 2006

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 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, DX: 33050 Cardiff

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COMPANIES FORM No. 395 (Cont.) AND FORM No. 410 (Scot)(Cont.)

**Particulars of a mortgage or charge
(continued)**

Continuation sheet No 1
to Form No 395 and 410 (Scot)

Company number

02114486

Please complete
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Name of company

FULHAM FOOTBALL CLUB (1987) LIMITED, A Company incorporated in England and Wales
whose registered office is at Motspur Park, New Malden Surrey KT3 6PT (the "Borrower") Limited *

* delete if
inappropriate

Description of the instrument relating or evidencing the mortgage or charge (continued) (note 2)

Amount due or owing on the mortgage or charge (continued)

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Names, addresses and descriptions of the mortgagees or persons entitled to the charge
(continued)

"Security Interest" means:

(a) a mortgage, charge (whether fixed or floating) or pledge or other lien or any other security interest of any kind; and

(b) any arrangement entered into by a person (A) the effect of which is to place another person (B) in a position which is similar, in economic terms, to the position in which B would have been had he held a security interest over an asset of A; but this paragraph (b) does not apply to the right of set-off or contribution of accounts conferred by the standard terms of business of a bank or financial institution.

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FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02114486

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A SECURITY ASSIGNMENT DATED THE 11th DECEMBER 2006 AND CREATED BY FULHAM FOOTBALL CLUB (1987) LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO FORTIS BANK S.A/N.V. 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 18th DECEMBER 2006.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 22nd DECEMBER 2006.

L1CDM1



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES