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in black type, or
bold block lettering

*insert full name
of Company

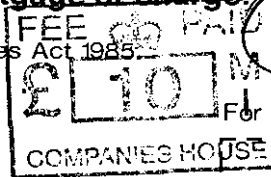
COMPANIES FORM No. 395

Particulars of a mortgage or charge

A fee of £10 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
(Address overleaf - Note 6)



For official use

Company number

2529667

Name of company

* Newcastle United PLC

Date of creation of the charge

17 September 1999

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

Account Bank Debenture

Amount secured by the mortgage or charge

All obligations whatsoever owing by Newcastle United PLC ('The Parent')
to the Account Bank

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

Barclays Bank PLC
54 Lombard Street
London

Postcode EC3P 3BS

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

Dickinson Dees
St Ann's Wharf
112 Quayside
Newcastle upon Tyne
NE99 1SB

DC 61191 NEWCASTLE UPON TYNE

Time critical reference

OK/16/BA2/1/279

For official Use
Mortgage Section

Post room



Short particulars of all the property mortgaged or charged

By way of first floating charge, all present and future assets and undertaking of the Parent.

NB: The Parent undertakes that it shall not at any time during the subsistence of the Account Bank Debenture create or permit to exist any encumbrance over all or part of the assets and undertaking of the Parent from time to time charged in favour of or assigned (whether in law or in equity) to the Account Bank by or pursuant to the Account Bank Debenture, except in accordance with the terms of the Transaction Documents (as defined therein).

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

Particulars as to commission allowance or discount (note 3)

nil

Signed

Arjunan Dees

Date 30 September 1999

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

A fee of £10 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 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. 02529667

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT AN ACCOUNT BANK DEBENTURE DATED THE 17th SEPTEMBER 1999 AND CREATED BY NEWCASTLE UNITED PLC FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO BARCLAYS BANK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 1st OCTOBER 1999.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 5th OCTOBER 1999.

A handwritten signature in ink, appearing to be 'S. J. Jones'.



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



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES