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\*insert full name  
of company

## COMPANIES FORM No. 395

### Particulars of a mortgage or charge

# 395

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies

98

For official use

Company number

[14]

2536231

Name of company

\*CHELSEA VILLAGE LIMITED ("the Company")

Date of creation of the charge

26 APRIL 1995

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

CHARGE OVER SHARES Re: shares held by the Company in Chelsea Car Parks Limited

Amount secured by the mortgage or charge

All present and future obligations and liabilities (whether actual, contingent, sole, joint and/or several or otherwise) of the Obligors (as such a term is defined in the development loan and working capital facility agreement dated 26 April 1995 and made between Chelsea Car Parks Limited (1), the Company (2), Chelsea Football Club Limited (3), the companies listed in part 1 of Schedule 7 thereof (4) and the Co-operative Bank p.l.c. ("the Bank") (5) ("the Facility Agreement")) to the Bank (including, without limitation, under or pursuant to the Facility Agreement and any other Facility Agreement Document (as defined in the Facility Agreement), except for any obligation or liability which, if it were so included, would result in the charge contravening section 151 of the Companies Act 1985.

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

THE CO-OPERATIVE BANK p.l.c.

P O BOX 101, 1 BALLOON STREET

MANCHESTER

Postcode

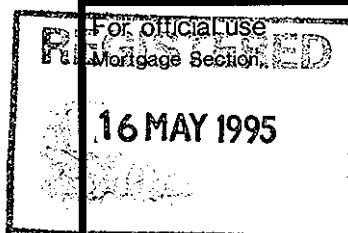
M60 4EP

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

HALLIWELL LANDAU  
ST JAMES'S COURT  
BROWN STREET  
MANCHESTER  
M2 2JF

SZC C5142.1042

Time critical reference



Post room



Short particulars of all the property mortgaged or charged

By way of first fixed charge:-

- (a) the 2 issued ordinary shares of £1 in the capital of Chelsea Car Parks Limited ("the Shares") and all rights, title and interest therein and thereto;
- (b) all rights, title and interest in and to all stocks, shares, warrants, rights (including, without limitation, voting rights), benefits, entitlements, money and any other assets accruing, offered, issued, arising from or attaching to the Shares or any of them and whether by way of redemption, purchase, exchange, bonus, preference, option, substitution, conversion, consolidation, sub-division, dividend, other distribution, interest or otherwise howsoever.

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

Particulars as to commission allowance or discount (note 3)

NOT APPLICABLE

Signed Hallinwell Landau

Date 15<sup>TH</sup> Mar 1995

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

† delete as appropriate

- 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.

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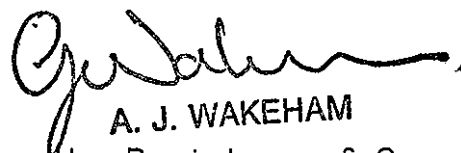
## CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02536231

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A CHARGE OVER SHARES DATED THE 26th APRIL 1995 AND CREATED BY CHELSEA VILLAGE LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM EACH OBLIGOR (AS DEFINED) TO CO-OPERATIVE BANK PLC UNDER OR PURSUANT TO THE FACILITY AGREEMENT AND ANY OTHER FACILITY AGREEMENT DOCUMENT (AS DEFINED) EXCEPT FOR ANY OBLIGATION OR LIABILITY WHICH IF IT WERE SO INCLUDED WOULD RESULT IN THE CHARGE CONTRAVENING SECTION 151 OF THE COMPANIES ACT 1985 WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 16th MAY 1995.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 18th MAY 1995.



A. J. WAKEHAM

for the Registrar of Companies

Post  
18/5  
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C O M P A N I E S H O U S E

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