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Please do not
write in
this marginPlease complete
legibly, preferably
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
(Address overleaf - Note 6)

For official use

Company number

60

02723797

Name of company

* Alliance Leisure Services Limited

Date of creation of the charge

16th July 2008

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

Security Assignment dated 16th July 2008 between Alliance Leisure Services Ltd (the Vendor) and Hitachi Capital (UK) Plc (the Purchaser)

Amount secured by the mortgage or charge

All the Vendor's liabilities to the Purchaser under the Master Agreement dated 22nd April 2005

Capitalised words have the meanings given to them below

"Master Agreement" means the master agreement to sell Receivables made between the Vendor and the Purchaser and referred to in Recital (A) of this Security Assignment

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

Hitachi Capital (UK) PLC, Wallbrook Business Centre, Green Lane, Hounslow, Middlesex

Postcode TW4 6NW

Presenter's name address and
reference (if any)Ref: Prabha Patel
Hitachi Capital (UK) PLC
Wallbrook Business Centre,
Green Lane, Hounslow,
Middlesex TW4 6NW

Time critical reference

For official Use (02/06)
Mortgage Section

SATURDAY



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A09

19/07/2008

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COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

All the Equipment and the building together with the Vendor's right, title and interest, present and future (i) arising under the Relevant FMA Document and the benefit of any guarantees, indemnities, debentures, mortgages, charges and other securities of any nature now or at any time held by the Vendor in respect of the Relevant FMA Documents, (ii) in respect of all and any proceeds of claims made under the insurance in respect of the Equipment, and (iii) in respect of the Building Contract together with any securities held by the Vendor in respect of the Building Contract

Capitalised words have the meanings given to them below

"Equipment" means the equipment subject of the Relevant FMA, Maintenance Agreement and Warranty Agreement

"Building Contract" means the contract between the Builder and the Vendor in relation to the carrying out of works

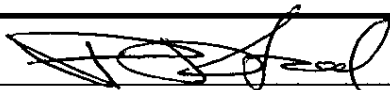
"Relevant FMA Document" means the Relevant FMA and all Guarantees, indemnities, charges or other documents creating security or providing credit support for the Relevant Trusts obligations thereunder

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)

Signed



Date

18/07/08

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

A fee 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 A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge 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 CF14 3UZ



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. 2723797
CHARGE NO. 60**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A SECURITY ASSIGNMENT DATED
16 JULY 2008 AND CREATED BY ALLIANCE LEISURE SERVICES
LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME
DUE FROM THE COMPANY TO HITACHI CAPITAL (UK) PLC
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 19 JULY 2008

GIVEN AT COMPANIES HOUSE, CARDIFF THE 21 JULY 2008

Handwritten signature



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES