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CHFP041

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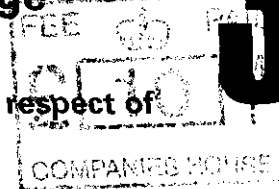
* Insert full name
of company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

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



395

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

For official use Company number

Name of company

17

03273728

* Next Generation Clubs Limited

Date of creation of the charge

18th April 2002

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

Supplemental Debenture

Amount secured by the mortgage or charge

all sums of money or liabilities which now are or which may at any time from time to time be or become due to The Governor and Company of the Bank of Scotland as Agent and Security Trustee ("the Security Trustee") and the Banks hereinafter described (each a "Bank" and together "the Banks") (or any of them) by the Company and for which the Company is or may at any time or from time to time be or become liable or responsible to the Security Trustee and the Banks (or any of them) in any manner or way or in any respect whatsoever whether alone or jointly with any other person or persons, and whether as principal debtors or guarantors or sureties including, in particular but without prejudice to the foregoing generality, sums of principal, interest, discounts, commissions, charges, costs and expenses whether on or in connection with or arising out of any Finance Document (as defined in the Facility Agreement dated 17 December 1999 ("the Facility Agreement") between, amongst others, the Company, Next Generation Clubs (Holdings) Limited, and the Banks named therein (cont/d)

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

The Governor and Company of the Bank of Scotland of The Mound Edinburgh
for itself and as agent and trustee for and on behalf of the Banks
[see continuation sheet]

Postcode EH1 1YZ

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

Howard Kennedy
19 Cavendish Square
London W1A 2AW
DX 42748 Oxford Circus
North

For official use
Mortgage section

Post room



COMPANIES HOUSE

18/04/02

Time critical reference
010508.00090/039

Short particulars of all the property mortgaged or charged

By way of first legal mortgage, all that freehold property situate at
Wednesfield Road Wolverhampton

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lettering

A fee of £10 is
payable to
Companies House
in respect of each
register entry for a
mortgage or
charge.
(See Note 5)

Particulars as to commission allowance or discount (note 3)

nil

Signed

Date 18th April 2002

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;
 - (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.

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Particulars of a mortgage or charge (continued)

Continuation sheet No
to Forms Nos 395 and 410 (Scot)

Company number

03273728

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bold block lettering

Name of company

Next Generation Clubs Limited

Limited*

*Delete if
inappropriate

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

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

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and the Security Trustee) or out of any other current or other account, order, cheque, note, draft, bill, promissory note, letter of credit or guarantee (whether granted by the Security Trustee or a Bank on the Company's behalf or by the Company to the Security Trustee or a Bank) or any one or more of any such or otherwise whatsoever.

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lettering.

Please do not write in this margin Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)

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

The Banks are:

The Governor and Company of the Bank of Scotland of Uberior House, 61 Grassmarket, Edinburgh, EH1 2JF

and

National Westminster Bank PLC, Heathrow Business Centre, Benwell House, Green Street, Sunbury on Thames, Middx, TW16 6QT

and

each other bank or financial institution to which a Bank seeks to transfer all or part of its rights and obligations under the Facility Agreement in accordance with the terms of the Facility Agreement

Short particulars of all the property mortgaged or charged (continued)

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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. 03273728

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A SUPPLEMENTAL DEBENTURE DATED THE 18th APRIL 2002 AND CREATED BY NEXT GENERATION CLUBS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND FOR ITSELF AND AS AGENT AND TRUSTEE FOR AND ON BEHALF OF THE BANKS AND THE SECURITY TRUSTEE) 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 APRIL 2002.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 23rd APRIL 2002.

[Handwritten signature]



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES