COMPANIES FORM No. 400

Particulars of a mortgage or charge subject to which property has been acquired



Please do not write in this margin

Pursuant to section 400 of the Companies Act 1985

Please complete legibly, preferably in black type, or bold block lettering	to the Registrar of Companies Name of company	For official use	Company number 3382348	
*Insert full name of company	* COTSWOLD OUTDOOR LIMITED			
	Date and description of the instrument (if any) creating or evidencing the mortgage or charge (note1) * 2ND JULY 1997 - LEGAL CHARGE			
	Amount secured by the mortgage or charge SEE RIDER 1 ATTACHED Names and addresses of the mortgagees or persons entitled to the mortgage or charge			
	THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND PO BOX 267, 38 THREADNEEDLE STREET, LONDON EC2P 2EH			

Short particulars of the property mortgaged or charged

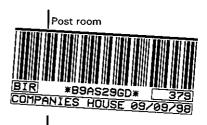
ALL THE FREEHOLD PROPERTY KNOWN AS LAND AND BUILDINGS ON THE SOUTH SIDE OF BROADWAY LANE, SOUTH CERNEY, CIRENCESTER REGISTERED AT HM LAND REGISTRY UNDER TITLE NUMBER GR121899 AND OTHER CHARGES OF THE COMPANY AS SPECIFIED IN THE ATTACHED RIDER 2 WHICH ALSO CONTAINS COVENANTS BY AND RESTRICTIONS ON THE COMPANY WHICH PROTECT AND FURTHER DEFINE THE CHARGES AND MUST BE READ AS ONE WITH THE CHARGES.

Continue overleaf as necessary

Presentor's name, address and reference (if any): MARTINEAU JOHNSON ST. PHILIPS HOUSE ST. PHILIPS PLACE BIRMINGHAM, 83 2PP Ref: AWH 0121-200.3300

Time critical reference

For official use Mortgage Section



Short particulars of the property mortgaged or charged (continued)	Please do not write in this margin
	Please comple legibly, prefer in black type, bold block let
Date of the acquisition of the property 24TH AUGUST 1998	

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*Insert Director, Secretary, Administrator, Administrative Receiver or Receiver (Scotland) as appropriate

NOTES

- 1. A description of the instrument, e.g., "Trust deed", "Debenture", etc, as the case may be, should be given.
- 2. A verified copy of the instrument must be delivered with these particulars correctly completed to the Registrar of Companies within 21 days after the date of the completion of the acquisition of the property which is subject to the mortgage or charge. 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. If the property is situated and the charge was created outside Great Britain, they must be delivered within 21 days after the date on which the copy of the instrument could in due course of post, and if despatched with due diligence have been received in the United Kingdom.

RIDER 1

Amount secured by the mortgage or charge

All monies and liabilities (actual or contingent) for the time being arising or incurred by Cotswold Camping Limited (Company No. 2119999) ("the Company") to the Bank on any account and in any manner whatsoever.

RIDER 2

Particulars of mortgage or charges

Contained in a Legal Mortgage in favour of Bank of Scotland dated 2nd July 1997.

Charges

- 1. by way of legal mortgage over all the freehold property known as land and buildings on the south side of Broadway Lane, South Cerney, Circncester ("the Property") and registered at H M Land Registry under Title Number GR121899.
- 2. by way of fixed charge over all buildings and other structures on, and items fixed to, the Property.
- 3. by way of fixed charge over any goodwill relating to the Property.
- 4. by way of fixed charge over all plant, machinery and other chattels attached to the Property on or at any time after the date of this Legal Mortgage.
- 5. by way of floating charge over all unattached plant, machinery, chattels and goods now or at any time after the date of this Legal Mortgage on or in used in connection with the Property.
- 6. by way of legal assignment the Rental Sums together with the benefit of all rights and remedies of the Company.
- 7. by way of fixed charge the proceeds of any claim made under any insurance policy relating to any of the property charged under the charge.

Restriction on charge and disposals

- 1. The company may not without the prior written consent of the Bank create or attempt to create or allow to be created or to exist (whether by a specific agreement imposed by rule of law or Act or Parliament) any charge or lien of any kind over the Property.
- 2. The company may not without the prior written consent of the Bank or any one

else who is the proprietor of this Mortgage sell, transfer, lease or otherwise of all or any part of the Property, whether at law or in equity.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03382348

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE FOR ALL MONIES SECURED ON THE PROPERTY ACQUIRED BY COTSWOLD OUTDOOR LIMITED ON THE 24th AUGUST 1998 WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 9th SEPTEMBER 1998.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 11th SEPTEMBER 1998 .

RICHARD NEIL OWENS

for the Registrar of Companies

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