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legibly, preferably
in black type or
bold block
lettering

* 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

4036330

Name of company

* HIGHFIELDS SPORTS CLUB LIMITED

Date of creation of the charge

7th March

2001

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

LEGAL CHARGE

Amount secured by the mortgage or charge

All monies now due or hereafter to become due or from time to time
accruing due from the company to the Bank upon any account and in any
manner whatsoever

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

BARCLAYS BANK PLC whose registered address is 54 Lombard Street London
and whose address for correspondence is
Barclays Servicing Centre P.O. Box 299
Birmingham B1 3PF

Postcode EC3P 3AH

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

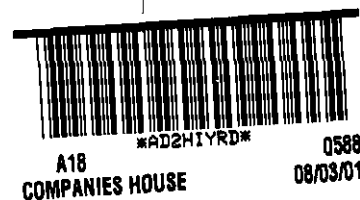
FRASER BROWN
84 FRIAR LANE
NOTTINGHAM NG1 6ED
DX 10011 NOTTINGHAM

REF ABP/HIGHFIELDS/R6810172
H 365

Time critical reference

For official use
Mortgage section

Post room



Short particulars of all the property mortgaged or charged

The Premises are the former tea rooms changing rooms shower room and lavatories situate in the Highfields Sports Pavilion University Boulevard Nottingham as described in a Lease dated 22nd December 2000 made between Nottingham City Council (1) and Highfields Sports Club Limited (2)

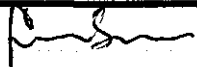
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Please complete legibly, preferably in black type or bold block lettering

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)

Signed



Date

7th March

2001

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.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 04036330

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 7th MARCH 2001 AND CREATED BY HIGHFIELDS SPORTS CLUB LIMITED 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 8th MARCH 2001.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 9th MARCH 2001.

[Handwritten signature]



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —