

# M

CHFP041

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legibly, preferably  
in black type or  
bold block  
lettering\* Insert full name  
of company

COMPANIES FORM No. 395

005064/112

# 395

## Particulars of a mortgage or charge

A fee of £10 (£13 for forms delivered on or after 1 February 2005) 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

24

04077358

Name of company

\* Rileys Limited (the "Borrower")

Date of creation of the charge

5 July 2005

29TH JUNE 2005

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

A Standard Security PRESENTED FOR REGISTRATION IN SCOTLAND  
ON THE 5TH JULY 2005 AND

Amount secured by the mortgage or charge

The Secured Obligations.

Please refer to Paper Apart 1 for definitions.

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

The Royal Bank of Scotland plc, 36 St Andrew Square, Edinburgh, as Notes Agent.

Postcode EH2 2YB

Presenter's name, address and  
reference (if any):Dundas & Wilson CS LLP  
Saltire Court  
20 Castle Terrace  
Edinburgh EH1 2EN

Time critical reference

KT/DAC/CLP/RBS001.1608

For official use (02/00)

Mortgage Section

Post room



CoM395/1

## Short particulars of all the property mortgaged or charged

Please refer to Paper Apart 2 for details.

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lettering

A fee 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)

None

Signed

Date

12/7/07

On behalf of [company] (mortgagee/chargee)

### Notes

† 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.
5. A fee of £10 (£13 for forms delivered on or after 1 February 2005) 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 CF4 3UZ.

**This is the Paper Apart 1 referred to in the foregoing Form 395 relative to a Standard Security granted by Rileys Limited in favour of The Royal Bank of Scotland plc and registered 5 July 2005.**

**In this Form 395 and Paper Apart 1, 2 and 3, the following definitions shall mean:-**

**"Additional Chargor"** means a company which becomes a party to the Second Ranking Debenture by executing a Supplemental Deed.

**"Chargor"** means an Original Chargor (as defined in Paper Apart 3) and/or an Additional Chargor.

**"Company"** means Georgica plc (no. 4039562).

**"Noteholders"** means the holders of the Notes from time to time.

**"Notes"** means the £60,000,000 senior second secured floating rate notes, benefiting from senior subordinated guarantees, due 2012 issued by the Company on or about the date of the Second Ranking Debenture (ISIN: Regulation S: XS-022315595-2, Rule 144A: XS-022316508-4; Common Code: Regulation S: 022315595, Rule 144A: 022316508) pursuant to and in accordance with the Notes Indenture.

**"Notes Agent"** means The Royal Bank of Scotland plc (and its successors) in its capacity as security trustee for the Notes Creditors pursuant to and in accordance with the Notes Indenture and the Notes Intercreditor Agreement.

**"Notes Creditors"** means the Notes Trustee, the Notes Agent and the Noteholders.

**"Notes Documents"** means:

- a. the Notes Indenture;
- b. the Notes;
- c. the Note Intercreditor Agreement;
- d. the Second Ranking Debenture and any other Second Ranking Security Document; and
- e. any other document designated as such by the Company and the Notes Trustee at any time.

**"Notes Indenture"** means the document evidencing and/or regulating the terms of the Notes dated on or about the date of the Second Ranking Debenture and made between the Company and the Notes Trustee.

**"Notes Intercreditor Agreement"** means the notes intercreditor agreement dated 4 May 2005 and made between (inter alios) the Original Chargors, the Notes Trustee and the Notes Agent (as amended and restated pursuant to a supplemental deed dated on or about the date of the Second Ranking Debenture).

**"Notes Trustee"** means The Bank of New York (and its successors) in its capacity as trustee for the Noteholders pursuant to and in accordance with the Notes Indenture.

**"Obligations"**, in relation to a person, means all obligations or liabilities of any kind of that person from time to time, whether they are:

- a. to pay money or to perform (or not to perform) any other act;
- b. express or implied;
- c. present, future or contingent;
- d. joint or several;
- e. incurred as a principal or surety or in any other manner; or
- f. originally owing to the person claiming performance or acquired by that person from someone else.

**'Second Ranking Debenture'** means the debenture dated 30 June 2005 between the Company and others as Chargors and the Royal Bank of Scotland plc as Notes Agent.

**"Second Ranking Security"** means the Security Interests from time to time created by or pursuant to the Second Ranking Debenture.

**"Second Ranking Security Document"** means the Second Ranking Debenture and any other document creating or evidencing Second Ranking Security pursuant to the Second Ranking Debenture

**"Secured Obligations"** means each Chargor will pay or otherwise discharge all Obligations from time to time incurred by it under or in connection with the Notes Documents when they become due for payment or discharge.

**"Security Interest"** means a mortgage, charge, pledge, lien or other security interest securing any obligation of any person or any other agreement or arrangement having a similar effect.

**"Supplemental Deed"** means a deed by which a company becomes party to the Second Ranking Debenture in a form satisfactory to the Notes Agent (acting reasonably).

**This is the Paper Apart 2 referred to in the foregoing Form 395 relative to a Standard Security granted by Rileys Limited in favour of The Royal Bank of Scotland plc and registered 5 July 2005.**

**Short particulars of all the property mortgaged or charged:-**

ALL and WHOLE the subjects known as and forming Graham Avenue, Clydebank and registered in the Land Register of Scotland under Title Number DMB21188; Together with (1) the whole parts, privileges and pertinents effeiring thereto; (2) the whole fixtures and fittings therein and thereon; and (3) the Borrower's whole right, title and interest, present and future, in and to the said subjects.

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7  
+  
95

**This is the Paper Apart 3 referred to in the foregoing Paper Apart 1 to Form 395 relative to a Standard Security granted by Rileys Limited in favour of The Royal Bank of Scotland plc and registered 5 July 2005.**

**The Original Chargors**

	<b>Name</b>	<b>Registered Number</b>
	Georgica PLC	4039562
	Georgica MK Limited	4096154
	Georgica Franchises Limited	4077368
	Rileys Limited	4077358
	Rileys (Lancaster) Limited	04789714
	Rileys (Dundee) Limited	04789716
	Rileys Snooker Clubs Limited	04789708
	Rileys (St Albans) Limited	0482064
	Rileys (Milton Keynes) Limited	05069960
	Rileys (Southend) Limited	05069425
	Georgica Realisations Limited	4138197
	Georgica Bowling Limited	4314072
	Tenpin Group Limited	04828043
	Tenpin Finance Limited	04827986
	Tenpin Limited	04789703
	Megabowl Group Limited	03817300
	Pondtrail Limited	03817263



COMPANIES FORM No. 398

**Certificate of registration in  
Scotland or Northern Ireland  
of a charge comprising property  
situate there**

**398**

Pursuant to section 398(4) of the Companies Act 1985

Please do not  
write in  
this margin

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

\* Insert full name  
of company

To the Registrar of Companies  
(Address overleaf)

For official use

Company number

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04077358

Name of company

\* Rileys Limited (the "Company")

I, Dundas & Wilson CS LLP

of Saltire Court, 20 Castle Terrace, Edinburgh, EH1 2EN

† give date and  
parties to charge

certify that the charge † Standard Security granted by the Company to The Royal  
Bank of Scotland plc and dated 29 June 2005

† delete as  
appropriate

of which a true copy is annexed to this form was presented for registration on 5 July 2005  
in [Scotland] ~~[Northern Ireland]~~ †

Signed

Date 12/7/05

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

Dundas & Wilson CS LLP  
Saltire Court  
20 Castle Terrace  
Edinburgh EH1 2EN

For official use  
Mortgage section

Post room

FILE COPY



## CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 04077358

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A STANDARD SECURITY PRESENTED FOR REGISTRATION IN SCOTLAND ON THE 5TH JULY 2005 AND DATED THE 29th JUNE 2005 AND CREATED BY RILEYS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM EACH CHARGOR TO THE ROYAL BANK OF SCOTLAND PLC AS NOTES AGENT 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 13th JULY 2005.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 15th JULY 2005.

A handwritten signature in dark ink, appearing to be 'S. J. Jones'.



*Companies House*

— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES