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Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

Please do not
write in this
margin

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

To the Registrar of Companies

For Official Use Company Number

004

4178374

Name of company

*Insert full name
of company

S W Tennis Limited ("the Company")

Date of creation of the charge

23 April 2004

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

Legal charge ("the Charge")

Amount secured by the mortgage or charge

All sums of money owed and all liabilities or obligations to be carried out by the Company to BoS at any time and from time to time, whether:

(i) they arise before or after BoS has demanded that they are repaid or carried out;

(ii) they are owed or to be carried out immediately or only after a stated event has occurred; or

(iii) the Company owes or is to carry them out on its own or jointly with any other person or as guarantor for any other person;

together with interest, costs and expenses due from the Company to BoS (the "Secured Liabilities").

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

The Governor and Company of the Bank of Scotland ("BoS") of 2 Robertson Avenue, Edinburgh, EH11 1PZ

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

Eversheds LLP
Central Square South
Orchard Street
Newcastle upon Tyne
NE1 3XX

Ref: (CP)JAS/1515854

Time critical reference

For Official Use
Mortgage section

Post Room



Short particulars of all the property charged

With full title guarantee:

1. by way of legal mortgage all that freehold property being land lying to the north of Pimley Manor, Sundorne Road, Shrewsbury, registered at HM Land Registry under Title Number SL155410 ("the Property");
2. by way of fixed charge:
 - 2.1 all buildings and other structures on, and items fixed to, the Property;
 - 2.2 any goodwill relating to the Property or the business or undertaking conducted at the Property;
 - 2.3 all plant, machinery and other items affixed to and forming part of the Property on or at any time after the date of the Charge; and
 - 2.4 the proceeds of any claim made under any insurance policy relating to the Property;
3. by way of assignment, all rents and other sums at any time payable by any tenants or licensees of the Property to the Company together with the benefit of all the Company's rights and remedies relating to them to hold to BoS absolutely subject to redemption upon repayment of the Secured Liabilities; and
4. by way of floating charge, all unattached plant, machinery, chattels and goods now or at any time after the date of the Charge on or in or used in connection with the Property or the business or undertaking conducted at the Property.

Please do not write in this margin

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

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Particulars as to commission allowance or discount (note 3)

N/A

For BoS

Signed Eversheds LLP

Date: 26 April 2004

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, e.g. "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

Further particulars of a mortgage or charge

Name of Company: S W Tennis Limited

Number of Company: 4178374

Schedule of restrictions

Restriction on charges and disposals

The Company agrees with **BoS** as follows:

1. not to grant any conveyance, transfer or assignment of the Property or any part of it without the prior written consent of **BoS**;
2. not to create or permit to exist any security in favour of any person other than **BoS** by way of a fixed or floating charge or lien over the Property or any part of it without the prior written consent of **BoS**; and
3. not to let, nor agree to let, the Property or any part of it without prior written consent of **BoS**.

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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. 04178374

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 23rd APRIL 2004 AND CREATED BY SW TENNIS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 27th APRIL 2004.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 28th APRIL 2004.

P. Ker



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES