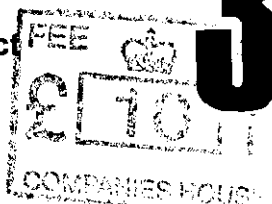


Particulars of a mortgage or charge

395

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



CHFP025

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

Pursuant to section 395 of the Companies Act 1985

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

For official use Company number

51111

4545951

Name of company

* Stadium Retail Investments (2002) Limited

Date of creation of the charge

27 August 2003

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

Legal Charge

Amount secured by the mortgage or charge

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

- 1 they arise before or after the Bank has demanded that they are repaid or carried out.
- 2 they are owed or to be carried out immediately or only after a stated event has occurred.
- 3 the Company owes or is to carry them out on its own or jointly with any other persons.
- 4 the Company owes or is to carry them out on its own account or as guarantor for other persons; together with interest upon them and expenses relating to them.

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

The Governor and Company of The Bank of Scotland ("the Bank")

Postcode

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

Walker Morris Solicitors
Kings Court
12 King Street
LS1 2HL

IAA/HBC

Time critical reference

For official Use
Mortgage Section



A36
COMPANIES HOUSE

AA3XG020

0747
04/09/03

The Company with full title guarantee charges:

- 1 by way of legal mortgage the freehold property known as land and buildings lying to the West of Commercial Road, Kingston upon Hull registered at HM Land Registry with title number HS287149 (the Property);
- 2 by way of fixed charge all buildings and other structures on, and items fixed to, the Property;
- 3 by way of fixed charge any goodwill relating to the Property or the business or undertaking conducted at the Property;
- 4 by way of fixed charge 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;
- 5 by way of assignment all rental income relating to the Property together with the benefit of all rights and remedies of the Company relating to them to hold to the Bank absolutely subject to redemption upon repayment.
- 6 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; and

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

7
6

Particulars as to commission allowance or discount (note 3)

N/A

Signed

W. M. M.

Date 3 September 2003

On behalf of ~~XXXX~~ [mortgagee/chargee]

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

† 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 CF14 3UZ

7 if the Company is a company (which shall include an industrial and provident society registered under the Industrial and Provident Society

Acts) 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.

The Company agrees not to 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 of Parliament) any charge or lien of any kind over the Property without the prior written consent of the Bank.

The Company agrees not to sell, transfer, lease or otherwise dispose of all or any part of the Property, or agree to do so, whether at law or in equity, without the prior written consent of the Bank.

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

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 04545951

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 27th AUGUST 2003 AND CREATED BY STADIUM RETAIL INVESTMENTS (2002) LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 4th SEPTEMBER 2003.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 9th SEPTEMBER 2003.

A handwritten signature in black ink, appearing to be 'R. G.' or similar.



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES