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CHFP041

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Please complete
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.**

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

For official use Company number

2

04765076

Name of company

* Sports Holdings Limited

Date of creation of the charge

11 September 2003

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

Memorandum of Deposit of Stocks and Shares and other marketable securities ("the
Memorandum") made between the Company and Barclays Bank plc ("the Bank")

Amount secured by the mortgage or charge

4 By clause 1 of the Memorandum the Company undertakes with the Bank that the Company will on demand in writing made to the Company pay or discharge to the Bank all monies and liabilities which shall for the time being (and whether on or at any time after demand) be owing or incurred to the Bank by the Company or for which the Company shall be liable actually or contingently and whether solely or jointly with any other person and whether as principal or surety including interest discount commission or other lawful charges and expenses which the Bank may in the course of its business charge in respect of any matters aforesaid or for keeping the Company's account and so that interest shall be computed and compounded according to the usual mode of the Bank as well after as before any demand made or judgement obtained under the memorandum and will on such demand also retire all bills or notes which may for the time being be under discount with the Bank and to which the Company is a party either as a drawer acceptor maker or indorser without any deduction whatsoever.

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

Barclays Bank plc
54 Lombard Street, London

Postcode EC3P 3AH

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

Osborne Clarke
Apex Plaza
Forbury Rd RG1 1AX
Reading
RK/0874726

Time critical reference

For official use

Mortgage section

Post room

A02
COMPANIES HOUSE0773
13/09/03

Com 395-1/2

Short particulars of all the property mortgaged or charged

By clause 2 of the Memorandum, the Company declares that the stocks shares bonds debentures or other securities deposited with or transferred to the Bank or trustees for or nominees of the Bank and specified in the schedule to the memorandum (being the Company's shares) ("the Securities" which meaning shall include any further securities referred to in clause 4 of the Memorandum) are so deposited or transferred to secure the payment or discharge of all monies and liabilities agreed to be paid or discharged by the Company pursuant to the Memorandum.

Pursuant to clause 4 of the Memorandum, if at any time any further or other securities (whether pursuant to the Memorandum or otherwise) shall be deposited or transferred by the Company to the Bank or its trustees or nominees in substitution for or in addition to the securities specified in the schedule to the Memorandum such Securities shall thereupon be deemed to be part of the Securities for the purposes of the Memorandum and shall forthwith become subject to all terms of the Memorandum and the warranties contained in clause 3 of the Memorandum shall be deemed to apply to such substituted or additional securities.

Please do not write in this margin

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

Robbie Clarke

Date

12 September 2003

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. 04765076

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A MEMORANDUM OF DEPOSIT OF STOCKS AND SHARES AND OTHER MARKETABLE SECURITIES DATED THE 11th SEPTEMBER 2003 AND CREATED BY SPORTS HOLDINGS 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 13th SEPTEMBER 2003.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 18th SEPTEMBER 2003 .



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —