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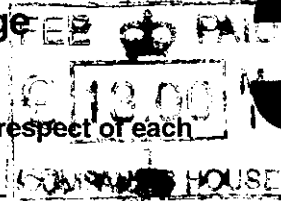
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legibly, preferably  
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bold block lettering

\*insert full name of  
company

COMPANIES FORM No 395

113559/780

## Particulars of a mortgage or charge



# 395

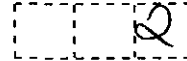
A fee of £13 is payable to Companies House in respect of each  
register entry for the mortgage or charge.

Pursuant to section 395 of the Companies Act 1985

For Official use

Company Number

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



5601831

Name of Company

Gala Electric Casino Two Limited (the "Company")

Date of creation of the charge

11 May 2006

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

Fixed and Floating Security Document (the "Security Document") dated 11 May 2006 between the  
Company and The Royal Bank of Scotland plc (the "Security Trustee", which expression includes its  
successors in title, permitted assigns and permitted transferees)

Amount secured by the mortgage or charge

(PLEASE SEE ATTACHED CONTINUATION SHEET)

Name and address of the mortgagees or persons entitled to the charge

The Royal Bank of Scotland plc as Security Trustee for the benefit of the Secured Parties

135 Bishopsgate, London

Postcode

EC2M 3UR

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

Linklaters  
One Silk Street  
London EC2Y 8HQ  
Tel: 020 7456 2000

Ref: DAMI/NEIM

For official Use  
Mortgage Section

Post room

Time critical reference



Short particulars of all the property mortgaged or charged

**(PLEASE SEE ATTACHED CONTINUATION SHEET)**

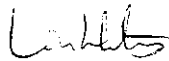
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legibly, preferably  
in black type or  
bold block lettering

Particulars as to commission allowance or discount (note 3)

Nil

Signed



Date

23 May 2006

On behalf of chargee

A fee of £13 is  
payable to  
Companies House  
in respect of each  
register entry for a  
mortgage or  
charge.  
(See Note 5)

### Note

† 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, 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 including 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

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***Amount secured by the mortgage or charge***

The "Liabilities", which are defined in the Security Document as meaning all present and future moneys, debts and liabilities due, owing or incurred by the Company to any Secured Party in relation to Capital Investment Facility B Commitments as set out in Schedule 1 Part III (The Capital Investment Facility B Lenders) on the Senior Facility Agreement (in each case, whether alone or jointly, or jointly and severally, with any other person, whether actually or contingently and whether as principal, surety or otherwise) except for any money or liability which, if it were so included, would cause the infringement of Section 151 of the Companies Act 1985.

## Short particulars of all the property mortgaged or charged

### 1 Fixed Charges

The Company, with full title guarantee and as continuing security for the payment, discharge and performance of all Liabilities (whether of the Company or any other Chargor) at any time owed or due to the Secured Parties (or any of them), charges in favour of the Security Trustee (as trustee for itself and on behalf of the Secured Parties):

- 1.1 **Present Real Property:** by way of legal mortgage, all Real Property in England and Wales (including that described in Clause 3 (*Real Property*) to the Security Document, as set out in Note (3)) belonging to it at the date of the Security Document.
- 1.2 **Future Real Property:** by way of fixed equitable charge, all other Real Property belonging to it at the date of the Security Document and all Real Property acquired by it in the future (other than heritable or leasehold property in Scotland).
- 1.3 **Other Assets:** by way of first fixed charge, all its present and future:
  - (a) Book Debts;
  - (b) Bank Accounts (other than any Bank Account required to cash collateralise the NGB Bank Guarantees and any balances standing to the credit of or accrued or accruing on such Bank Account to the extent required to cash collateralise the NGB Bank Guarantees);
  - (c) Investments (including the shares described in Schedule 4 (*Investments*) to the Security Document, as set out in Note (4));
  - (d) uncalled capital and goodwill;
  - (e) Intellectual Property;
  - (f) beneficial interest in any pension fund;
  - (g) plant and machinery (except that mortgaged or charged by Clause 3.1 (*Fixed Security over Real Property*) of the Security Document);
  - (h) Insurances and all related proceeds, claims of any kind, returns of premium and other benefits;
  - (i) benefit of all Authorisations held in connection with its business or the use of any Charged Asset and the right to recover and receive all compensation in respect of the same; and
  - (j) benefit of any Hedging Documents to which it is party, including all moneys payable to that Chargor under any Hedging Documents to which it is a party.

### 2 Floating Charge

- 2.1 **Creation:** The Company, with full title guarantee (and in respect of assets located in Scotland or otherwise governed by Scots Law, with absolute warrandice) and as security for the payment of all Liabilities (whether of the Company or any other Chargor), charged in favour of the Security Trustee (for itself and as trustee for the Secured Parties) by way of floating charge, its undertaking and all its assets, both present and future (including (a) assets expressed to be charged by Clause 3 (*Fixed charges*) of the Security Document or assigned by Clause 5 (*Assignment*) of the Security Document and (b) whether or not so expressed to be charged or assigned, all the undertaking and assets, both present and future, of each Chargor located in or otherwise governed by the laws of Scotland) (other than any balances standing to the credit of or accrued or

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### Short particulars of all the property mortgaged or charged

accruing on any Bank Account to the extent required to cash collateralise the NGB Bank Guarantees).

Note (1): The Security Document provides that:

- 1 Security:** The Company shall not create or permit to subsist any Encumbrance over any Charged Asset other than pursuant to a Permitted Debenture Transaction.
- 2 Disposal:** The Company shall not (nor shall any Chargor agree to) enter into a single transaction or series of transactions (whether related or not and whether voluntary or involuntary) to sell, lease, license, sub-license, transfer or otherwise dispose of any Charged Asset other than pursuant to a Permitted Debenture Transaction.
- 3 Conversion by Notice:** Subject to Clause 4.6 (*Insolvency Act 2000, void provisions*) of the Security Document, the Security Trustee may convert the floating Charge over all or any of the Charged Assets into a fixed Charge by notice to the Company specifying the relevant Charged Assets (either generally or specifically):
  - 3.1** if it reasonably considers those Charged Assets to be in danger of being seized or sold under any form of distress, attachment, execution or other legal process or to be otherwise in jeopardy; and/or
  - 3.2** while an Enforcement Event is continuing.
- 4 Automatic Conversion:** Subject to Clause 4.6 (*Insolvency Act 2000, void provisions*) of the Security Document, if:
  - 4.1** the Company takes any step to create any Encumbrance in breach of paragraph 1 (*Security*) of this Note (1) over any of the Charged Assets not subject to a fixed Charge; or
  - 4.2** any person takes any step to effect any expropriation, attachment, sequestration, distress or execution against any of those Charged Assets,
  - 4.3** the holder of any other Security whether ranking in priority to or pari passu with or after the Charges contained in the Security Document appoints an Administrator, an administrative receiver, receiver, manager or receiver and manager in respect of any Chargor;the floating Charge over the relevant Charged Assets shall automatically and immediately (without any notice) be converted into a fixed Charge.

Note (2): In this Form, except to the extent that the context requires otherwise:

any reference to "**assets**" includes present and future properties, revenues and rights of every description.

"**2005 Hedging Document**" has the meaning given to that term in the Senior Facility Agreement.

"**2005 Senior Facility Agreement**" has the meaning given to that term in the Senior Facility Agreement.

"**Additional Chargors**" means each person acceding to the Security Document as a Chargor by executing and delivering a Deed of Accession.

"**Administrator**" means an administrator appointed under Schedule B1 to the Insolvency Act 1986.

### Short particulars of all the property mortgaged or charged

**"Agent"** means The Royal Bank of Scotland plc.

**"Ancillary Lender"** has the meaning given to that term in the Senior Facility Agreement.

**"Authorisation"** means an authorisation, consent, approval, resolution, licence, exemption, filing, notarisation or registration.

**"Bank Accounts"** of the Company means all current, deposit or other accounts with any bank or financial institution in which the Company at the date of the Security Document or in the future has an interest and (to the extent of its interest) all balances at the date of the Security Document or in the future standing to the credit of or accrued or accruing on those accounts.

**"Book Debts"** of the Company means all book and other debts of any nature, and all other rights to receive money (excluding Bank Accounts), at the date of the Security Document or in the future due, owing or payable to the Company and the benefit of all related negotiable instruments, rights, Encumbrances, guarantees and indemnities of any kind.

**"Bridge Agent"** has the meaning given to that term in the Senior Facility Agreement.

**"Bridge Arranger"** has the meaning given to that term in the Senior Facility Agreement.

**"Bridge Discharge Date"** means the date on which the Bridge Agent has confirmed in writing to Gala Electric Casinos Limited, on behalf of the Chargors that all liabilities to any Secured Party under the Bridge Facility Agreement have been irrevocably discharged in full.

**"Bridge Facility Agreement"** has the meaning given to that term in the Senior Facility Agreement.

**"Bridge Finance Documents"** has the meaning given to that term in the Senior Facility Agreement.

**"Bridge Lenders"** has the meaning given to that term in the Senior Facility Agreement.

**"Charged Assets"** means the assets from time to time subject, or expressed to be subject, to the Charges or any part of those assets.

**"Charges"** means all or any of the Encumbrances created or expressed to be created by or pursuant to the Security Document.

**"Chargor"** means the Original Chargors or an Additional Chargor.

**"Deed of Accession"** means a deed in substantially the same form as the accession deed set out in Schedule 7 (*Form of Deed of Accession*) of the Security Document executed by an Additional Chargor in accordance with Clause 32 (*Accession of Additional Chargors*) of the Security Document or with such changes as the Security Trustee may reasonably require.

**"Encumbrance"** means any standard security, assignation in security, bond and floating charge, mortgage, pledge, lien, charge, assignment for the purpose of providing security, hypothecation, right in security, security interest or trust arrangement for the purpose of providing security, and any other security agreement or other arrangement having the effect of providing security (including, without limitation, the deposit of monies or property with a person with the primary intention of affording such person a right of set-off or lien).

**"Enforcement Event"** means an Event of Default which has resulted in the Facility Agent or Facility E Agent exercising any of its rights under Clause 25.23 of the Senior Facility Agreement or an Event of Default (as defined in the Mezzanine Facility Agreement) which has resulted in the

### Short particulars of all the property mortgaged or charged

Mezzanine Agent exercising any of its rights under Clause 22.23 of the Mezzanine Facility Agreement or an Event of Default (as defined in the Bridge Facility Agreement) which has resulted in the Bridge Agent exercising any of its rights under Clause 21.23 of the Bridge Facility Agreement.

**"Event of Default"** means any event or circumstance specified as such in Clause 25 (*Events of Default*) of the Senior Facility Agreement.

**"Facility Agent"** has the meaning given to that term in the Senior Facility Agreement.

**"Facility E Agent"** has the meaning given to that term in the Senior Facility Agreement.

**"Fixtures"** means fixtures, fittings (including trade fixtures and fittings) and fixed plant, machinery and apparatus or equipment owned by any Chargor from time to time on or forming part of such Real Property, in each case to the extent a Chargor has any interest in the same.

**"Group"** has the meaning given to that term in the Senior Facility Agreement.

**"Hedging Bank"** has the meaning given to that term in the Senior Facility Agreement.

**"Hedging Documents"** means the documents entered into between a member of the Group and a Hedging Bank for the purpose of implementing the hedging strategy required by the Secured Documents, and shall include any 2005 Hedging Document provided that such 2005 Hedging Document is or has been transferred, novated and/or assigned to a Hedging Bank.

**"Hedging Letter"** has the meaning given to that term in the Senior Facility Agreement.

**"Insolvency Act"** means the Insolvency Act 1986 (as amended).

**"Insurances"** of the Company means all contracts and policies of insurance of any kind at the date of the Security Document or in the future taken out by or on behalf of the Company or (to the extent of its interest) in which the Company at the date of the Security Document or in the future has an interest.

**"Intellectual Property"** of the Company means all trade marks, service marks, trade names, domain names, logos, get-up, patents, inventions, registered and unregistered design rights, copyrights, topography rights, database rights, rights in confidential information and know-how, and any associated or similar rights anywhere in the world, which the Company at the date of the Security Document or in the future owns or (to the extent of its interest) in which the Company at the date of the Security Document or in the future has an interest (in each case whether registered or unregistered and including any related licences and sub-licences of the same granted by it or to it, applications and rights to apply for the same).

**"Investments"** of the Company means:

- (i) securities and investments of any kind (including shares, stock, debentures, units, depositary receipts, bonds, notes, commercial paper and certificates of deposit);
- (ii) warrants, options or other rights to subscribe for, purchase or otherwise acquire securities and investments;
- (iii) all rights relating to securities and investments which are deposited with, or registered in the name of, any depositary, custodian, nominee, clearing house or system, investment manager, chargee or other similar person or their nominee, in each case whether or not on a fungible basis (including rights against any such person); and

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

- (iv) all other rights attaching or relating to securities or investments and all cash or other securities or investments in the future deriving from Investments or such rights,

in each case at the date of the Security Document or in the future owned by the Company or (to the extent of its interest) in which the Company at the date of the Security Document or in the future has an interest.

**"Issuing Bank"** has the meaning given to that term in the Senior Facility Agreement.

**"Lenders"** has the meaning given to that term in the Senior Facility Agreement.

**"Mandated Lead Arrangers"** has the meaning given to that term in the Senior Facility Agreement.

**"Mezzanine Agent"** has the meaning given to that term in the Senior Facility Agreement.

**"Mezzanine Arrangers"** has the meaning given to that term in the Senior Facility Agreement.

**"Mezzanine Facility Agreement"** has the meaning given to that term in the Senior Facility Agreement.

**"Mezzanine Finance Documents"** has the meaning given to that term in the Senior Facility Agreement.

**"Mezzanine Lenders"** has the meaning given to that term in the Senior Facility Agreement.

**"Mezzanine Loan Discharge Date"** means the date on which the Mezzanine Agent has confirmed in writing to Gala Electric Casinos Limited on behalf of the Chargors that all liabilities to any Secured Party under the Mezzanine Facility Agreement have been irrevocably discharged in full.

**"NGB Bank Guarantees"** means the bank guarantees dated 30 June 2005 in the aggregate amount of £7,354,741 issued under the 2005 Senior Facility Agreement in favour of certain of the NGB Vendors.

**"NBG Vendors"** has the meaning given to that term in the Senior Facility Agreement.

**"Original Chargors"** has the meaning given to that term in the Security Document.

**"Permitted Debenture Transaction"** means any transaction, arrangement, agreement, investment, security, disposal, acquisition or payment:

- (a) up to the Senior Discharge Date, as permitted by the Senior Facility Agreement;
- (b) thereafter up to the Mezzanine Loan Discharge Date, as permitted by the Mezzanine Facility Agreement and up to the Bridge Discharge Date, as permitted by the Bridge Facility Agreement.

any reference to a **"person"** includes any person, firm, company, corporation, government, state or agency of a state or any association, trust or partnership (whether or not having separate legal personality) or two or more of the foregoing.

**"Real Property"** means freehold and leasehold property in England and Wales, heritable or leasehold property in Scotland and other real property anywhere in the world (in each case including any estate or interest therein, all rights from time to time attached or relating thereto and all Fixtures from time to time therein or thereon).



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### Short particulars of all the property mortgaged or charged

"**Secured Documents**" means the Senior Finance Documents, the Mezzanine Finance Documents and the Bridge Finance Documents.

"**Secured Party**" means each of:

- (c) the Facility Agent, the Facility E Agent, each Ancillary Lender, each Hedging Bank, the Issuing Bank, the Lenders, the Mandated Lead Arrangers and the Security Trustee, each a party to or having an interest under the Senior Finance Documents;
- (d) the Mezzanine Arrangers, the Mezzanine Agent, the Mezzanine Lenders and the Security Trustee, each a party to or having an interest under the Mezzanine Finance Documents from time to time; and
- (e) the Bridge Agent, the Bridge Arrangers, the Bridge Lenders and the Security Trustee, each a party to or having an interest under the Bridge Finance Documents from time to time,

(and together the "**Secured Parties**").

any reference to the "**Security Trustee**" shall be construed so as to include its successors in title, permitted assigns and permitted transferees.

"**Senior Discharge Date**" means the date on which the Facility Agent has confirmed in writing to Gala Electric Casinos Limited, on behalf of the Chargors that all liabilities to any Secured Party under the Senior Facility Agreement have been irrevocably discharged in full.

"**Senior Facility Agreement**" means the senior facility agreement dated on or about 7 October 2005 between, amongst others, (1) Gala Electric Casinos Limited as the Company, (2) Lehman Brothers International (Europe) and The Royal Bank of Scotland plc as Mandated Lead Arrangers, (3) the Lenders named in that agreement, (4) The Royal Bank of Scotland plc as Facility Agent, (5) The Royal Bank of Scotland plc as Security Trustee and (6) The Royal Bank of Scotland plc as Issuing Bank as amended by amendment letters dated 12 October 2005 and 27 October 2005, an amendment agreement dated 12 December 2005, an amendment letter dated 16 March 2006 and an amendment agreement dated 11 May 2006 and as further amended, novated, supplemented, restated or replaced from time to time.

"**Senior Finance Documents**" means the Finance Documents as defined in the Senior Facility Agreement.

Note (3): The Real Property specified in Schedule 3 (*Real Property*) to the Security Document is as follows:

#### REGISTERED FREEHOLDS

PROPERTY	CHARGORS		TITLE NUMBER
	LEGAL OWNER	BENEFICIAL OWNER	
BINGO DIVISION			
High Street, <b>Acton</b> , London W3 8BR	Gala Leisure (1991) Limited	Gala Leisure Limited	AGL114684
High Street, <b>Aldershot</b> , Hants, GU11 1DJ	Gala Holdings Limited	Gala Leisure Limited	HP517737
Anchor Road,	Gala Leisure (1999)	Gala Leisure Limited	WM167521

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

PROPERTY	CHARGORS		TITLE NUMBER
	LEGAL OWNER	BENEFICIAL OWNER	
<b>Aldridge</b> , Walsall, WS9 8PT	Limited		
Milburn Road, <b>Ashington</b> , Northumberland, NE63 4QZ	Gala Leisure (1991) Limited	Gala Leisure Limited	ND59866
High Street, <b>Aylesbury</b> , Bucks, HP20 1SE	Gala Leisure (1991) Limited	Gala Leisure Limited	BM8505 BM25034
Fairlop Road, <b>Barkingside</b> , Essex, IG6 2EF	Gala Holdings Limited	Gala Leisure Limited	EX28110
Pontefract Road, <b>Barnsley</b> , Yorks, S71 1AY	Gala Leisure (1991) Limited	Gala Leisure Limited	SYK295557
North Street, <b>Bedminster</b> , Bristol, BS3 1EN	Gala Leisure (1991) Limited	Gala Leisure Limited	AV56520
Snooker Club at Hyde Road, <b>Belle Vue</b> , Manchester, M18 7BA	Gala Leisure (2000) Limited		GM770841
The Promenade, <b>Bridlington</b> , N. Humberside, YO15 2QE	Gala Holdings Limited	Gala Leisure Limited	HS87069
262/274 Camberwell Road, <b>Camberwell</b> , London, SE5 0DL	Gala Leisure (2000) Limited	Gala Leisure Limited	LN28365
21 Hobson Street, <b>Cambridge</b> , CB1 1NL	Gala Holdings Limited	Gala Leisure Limited	CB54066
123-129 Pier Avenue, <b>Clacton on Sea</b> , Essex, CO15 1NJ	Gala Leisure (2000) Limited	Gala Leisure Limited	EX11760
25 Church Road, <b>Crystal Palace</b> , London, SE19 2TE	Gala Leisure Limited	Gala Leisure Limited	P33677 SGL545046 SGL545342 SGL568868
Skinnergate, <b>Darlington</b> , Co. Durham, DL3 7LX and Salt Yard	Gala Holdings Limited Gala Leisure Limited	Gala Leisure Limited	DU39435 DU236623
49 Biggin Street, <b>Dover</b> , Kent, CT16 1DB & The Kings Hall	Gala Leisure Limited	Gala Leisure Limited	K404483 K356270

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

PROPERTY	CHARGORS		TITLE NUMBER
	LEGAL OWNER	BENEFICIAL OWNER	
Castle Hill, <b>Dudley</b> , West Midlands, DY1 4QF	Gala Leisure (1991) Limited	Gala Leisure Limited	SF23236
281 Barking Road, <b>East Ham</b> , London, E6 1LB	Gala Leisure (1991) Limited	Gala Leisure Limited	NGL52966 EX12240 EX2855 EX16485 EGL319384
Victoria Road, <b>Fenton</b> , Stoke on Trent	Gala Leisure (1999) Limited		SF171694 SF171695
Walsall Road, <b>Great Barr</b> , Birmingham	Gala Leisure (1999) Limited	Gala Leisure Limited	WM189264
High Street, <b>Harborne</b> , Birmingham, West Midlands, B17 9PU	Gala Leisure (2000) Limited	Gala Leisure Limited	WK163915
Barrington Street, <b>Hereford</b> , HR4 0BJ	Gala Leisure Limited	Gala Leisure Limited	HE15925
80-82 Staines Road, <b>Hounslow</b> , Middlesex, TW3 3LF	Gala Holdings Limited	Gala Leisure Limited	NGL35206
38 Alice Street, <b>Keighley</b> , W. Yorks, BD21 3DA	Gala Holdings Limited	Gala Leisure Limited	WYK300474
High Street, <b>Kettering</b> , Northants, NN16 8ST	Gala Leisure (1991) Limited	Gala Leisure Limited	NN142441
High Street, <b>Kings Heath</b> , Birmingham, B14 7DH	Gala Leisure Limited	Gala Leisure Limited	WM174837
25 Richmond Road, <b>Kingston</b> , Surrey, KT2 5ED	Gala Holdings Limited	Gala Leisure Limited	P102574
King Street, <b>Lancaster</b> , Lancs, LA1 1YE	Gala Holdings Limited	Gala Leisure Limited	LA932623
Lea Bridge Road, <b>Leyton</b> , London, E10 7LD	Gala Leisure (1991) Limited	Gala Leisure Limited	EGL338548
St. Anns Well Road, <b>Nottingham</b> , NG3 1ED	Gala Leisure (1991) Limited	Gala Leisure Limited	NT161802
Abbey Street, <b>Nuneaton</b> , Warwickshire, CV11 5BP	Gala Leisure (2000) Limited	Gala Leisure Limited	WK388246

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PROPERTY	CHARGORS		TITLE NUMBER
	LEGAL OWNER	BENEFICIAL OWNER	
The Broadway, <b>Pitsea</b> , Basildon, Essex, SS13 3AR	Gala Leisure (1991) Limited	Gala Leisure Limited	EX690183
North Street, <b>Rugby</b> , Warwicks, CV21 2AF	Gala Leisure (1991) Limited	Gala Leisure Limited	WK1940
Endless Street, <b>Salisbury</b> , Wilts, SP1 1DP	Gala Holdings Limited	Gala Leisure Limited	WT219263
Castle Gate, <b>Shrewsbury</b> , Shropshire, SY1 2AG	Gala Leisure (1991) Limited	Gala Leisure Limited	SL6578
Bath Road, <b>Slough</b> , Berks, SL1 3US	Gala Leisure (1991) Limited	Gala Leisure Limited	BK292768
1 Streetly Road, <b>Stockland Green</b> , Birmingham, B23 7BH	Gala Leisure (1999) Limited	Gala Leisure Limited	WM141479
50 Mitcham Road, <b>Tooting</b> , SW17 9NA	Gala Leisure (1991) Limited	Gala Leisure Limited	LN31740 TGL162380 372874 150013
88/102 High Street, <b>Waltham Cross</b> , Hertfordshire, EN8 7BX	Gala Leisure (2000) Limited	Gala Leisure Limited	HD133
The Victoria, 18 Crescent Street, <b>Weymouth</b> , Dorset, DT4 7BX	Gala Leisure (1998) Limited	Gala Leisure Limited	DT148094
Wimborne Road, <b>Winton</b> , BH9 2AU	Gala Leisure Limited	Gala Leisure Limited	DT293985
186 Powis Street, <b>Woolwich</b> , London, SW18 6NL	Gala Leisure (1991) Limited	Gala Leisure Limited	LN169429 LN11007 LN4825 295741 296829 298847 298845 LN9932 LN24100 LN10030 194934 198310 295822
21 Forgate Street, <b>Worcester</b> , WK1 1DN	Gala Leisure Limited	Gala Leisure Limited	WR1708

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PROPERTY	CHARGORS		TITLE NUMBER
	LEGAL OWNER	BENEFICIAL OWNER	
CASINO DIVISION			
48-50 George Street and 15 and 16 Dock Street <b>Hull</b> HU1 3DL	Patmor Limited		HS233771 HS233763
21 Thornley Street, <b>Wolverhampton</b> , WV1 1JR	Victoria Casino Limited	Gala Casinos Limited	WM271335

**UNREGISTERED FREEHOLDS**

None.

**REGISTERED LEASEHOLDS**

PROPERTY	CHARGORS		TITLE NUMBER
	LEGAL OWNER	BENEFICIAL OWNER	
BINGO DIVISION			
Land at Basingstoke, Leisure Park, Worthing Road, <b>Basingstoke</b> RG22 6PG	New Generation Bingo Limited	New Generation Bingo Limited	HP523042
Regency Ballroom, Sawclose, <b>Bath</b>	Gala Leisure Limited	Gala Leisure Limited	ST237941
1 Freshfield Way, <b>Brighton</b> , Sussex, BN2 2LE	Gala Holdings Limited	Gala Leisure Limited	ESX222587
9-11 Market Street, <b>Chorley</b> , Lancs PR7 1BD	Gala Holdings Limited	Gala Leisure Limited	LAN7429
Fairfax Street, <b>Coventry</b>	Gala Leisure Limited	Gala Leisure Limited	WM765025
Liversage Street, <b>Derby</b> , DE1 2LD	Gala Holdings Limited	Gala Leisure Limited	DY283926
Unit 7 The Wheatley Centre, Wheatley Hall Road, <b>Doncaster</b> , Yorks, DN2 4PE	Gala Leisure (1998) Limited	Gala Leisure Limited	SYK356095
492 Great Cambridge Road, <b>Enfield</b> , Middlesex, EN1 3FB	Gala Leisure (2000) Limited	Gala Leisure Limited	EGL361328
Lakeside Leisure Park,	Gala Holdings Limited	Gala Leisure Limited	EX707133

Name of Company

Gala Electric Casino Two Limited

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

PROPERTY	CHARGORS		TITLE NUMBER
	LEGAL OWNER	BENEFICIAL OWNER	
West Thurrock Way, Grays, <b>Essex</b> , RM20 3WH			
Green Street, <b>Gillingham</b> , Kent, ME7 1XA	Gala Holdings Limited	Gala Leisure Limited	K590556
Pasture Street, <b>Grimsby</b> , Humberside, DN32 9AB	Gala Holdings Limited	Gala Leisure Limited	HS278332
Units 9a, 9b and 10, Harpurhey Shopping Centre, <b>Harpurhey</b>	Gala Leisure Limited	Gala Leisure Limited	MAN23232
Unit 32 Lower Ground Floor, Broadwalk Shopping Centre, Wells Road, <b>Knowle</b> , Bristol, Avon, BS4 2QU	Gala Leisure (2000) Limited	Gala Leisure Limited	AV249955
Stonebridge Mills, Stonebridge Lane, <b>Leeds</b> , West Yorkshire, LS12 4QM	Gala Leisure (2000) Limited	Gala Leisure Limited	WYK587221
100 Beaumont Way, Beaumont Leys, <b>Leicester</b> , LE4 1DS	Gala Holdings Limited	Gala Leisure Limited	LT266161
186 Powis Street, Woolwich, <b>London</b> , SW18 6NL	Gala Leisure (1991) Limited	Gala Leisure Limited	LN24099 LN8522
Marine Road Est, <b>Morecambe</b> , Lancs, LA4 5AY	Gala Leisure (1991) Limited	Gala Leisure Limited	LA677132
Unit 2, Phase IIA Byker Development Byker, <b>Newcastle-upon-Tyne</b>	Gala Leisure Limited	Gala Leisure Limited	TY437380
Unit 1B Castle Retail Park, Radford Boulevard, <b>Nottingham</b> , NG7 5QZ	Gala Leisure (1998) Limited	Gala Leisure Limited	NT320466
Park and Ride Site, Gala Way, Hucknall Road, <b>Nottingham</b> , NG5 9RU	Gala Holdings Limited		NT378507
Unit 19(a) Tower Park, <b>Poole</b> , Dorset, BH12 4NY	Gala Holdings Limited	Gala Leisure Limited	DT234745

Name of Company

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

PROPERTY	CHARGORS		TITLE NUMBER
	LEGAL OWNER	BENEFICIAL OWNER	
Lowthian House, Starch House Square, <b>Preston</b> , Lancs, PR1 2ES	Gala Holdings Limited	Gala Leisure Limited	LA534378
High Street, East Parade, <b>Rhyl</b> , Clwyd, LL18 3AB	Gala Holdings Limited	Gala Leisure Limited	WA439833
Unit 1A Kilner Way, Halifax Road, Wadsley Bridge, <b>Sheffield</b> , S6 1NN	Gala Leisure (1998) Limited	Gala Leisure Limited	SYK344194
Unit 10 Queensville Retail Park, <b>Stafford</b> , ST17 7SU	Gala Leisure (1998) Limited	Gala Leisure Limited	SF350579
The Embassy Complex, Spinning School Lane, <b>Tamworth</b> , Staffordshire, B79 7BD	Gala Leisure (2000) Limited	Gala Leisure Limited	SF422753
Temperance Street, <b>Torquay</b> , TQ2 5PU	Gala Holdings Limited	Gala Leisure Limited	DN149316
Middle England Lane, <b>Wallsend</b> , Tyne & Wear, NE28 9NT	Gala Leisure (2000) Limited	Gala Leisure Limited	TY313264
Unit A1 & A2 Cockhedge Centre, <b>Warrington</b> WA1 2QH	Gala Holdings Limited	Gala Leisure Limited	CH394334
Church Road North, <b>Wavertree</b> , L15 6TE	Gala Holdings Limited	Gala Holdings Limited	MS206583
Unit 2A Wyvern Centre, Marchfields Way, <b>Weston Super Mare</b> , BS23 3YY	Gala Leisure (1998) Limited	Gala Leisure Limited	AV248775
The Windmill Centre, <b>Widnes</b> , Cheshire, WA8 7TN	Gala Leisure (1998) Limited	Gala Leisure Limited	CH499309
8 Anjou Boulevard, Robin Park, <b>Wigan</b> , WN5 0JU	Gala Holdings Limited	Gala Leisure Limited	GM741492
New Gala Bingo Premises, Water Street/Crompton Street, <b>Wigan</b>	Gala Leisure Limited	Gala Leisure Limited	GM963926
1 <sup>st</sup> Floor, Crown Square, <b>Woking</b> ,	Gala Leisure (1998) Limited	Gala Leisure Limited	SY648709

Name of Company

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

PROPERTY	CHARGORS		TITLE NUMBER
	LEGAL OWNER	BENEFICIAL OWNER	
Surrey, GU21 1HR			
<b>CASINO DIVISION</b>			
Parts of basement, upper basement, ground and upper ground floors being part of Fitzhardinge House, Baker Street, <b>London</b>	Gala Casinos Limited Stakis Leisure Limited Stakis Leisure Limited	Gala Casinos Limited	NGL848280 NGL793166 NGL735506
Gala Casino, 90 Highcross Street, Vaughan Way, <b>Leicester</b>	Gala Casinos Limited	Gala Casinos Limited	Title number to be allocated
1-9 Bridlesmith Gate, 2-8 Bottle Lane, <b>Nottingham</b> , NG1 2GR	Parkside Clubs (Nottingham) Limited	Gala Casinos Limited	NT236171

**UNREGISTERED LEASEHOLDS**

PROPERTY	CHARGORS		PARTIES	LEASE DATE
	LEGAL OWNER	BENEFICIAL OWNER		
BINGO DIVISION				
Brade Drive, <b>Walsgrave</b> , Coventry, CV22 2QQ	Gala Leisure (1998) Limited	Gala Leisure Limited	(1) Hall Bros & R E Hall (2) Payless Properties Limited	28/09/1992
The Point, Midsummer Boulevard, <b>Milton Keynes</b> , Bucks, MK9 3NB	Gala Leisure Limited	Gala Leisure Limited	(1) Milton Keynes Entertainment Company Limited (2) Gala Leisure Limited	28/11/1997
Derrys Cross, <b>Plymouth</b> , Devon, PL1 2SW	Gala Holdings Limited	Gala Leisure Limited	(1) Thorn EMI Screen Entertainment Limited (2) Bass Leisure Activities Limited	18/01/1985
Charles Cross, <b>Plymouth</b>	Gala Leisure Limited	Gala Leisure Limited	(1) Chelverton West Limited (2) Gala Leisure Limited (3) Gala Group Limited (4) Chelverton Properties	Agreement for Lease 06/10/1999 (Lease not yet completed)



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

PROPERTY	CHARGORS		PARTIES	LEASE DATE
	LEGAL OWNER	BENEFICIAL OWNER		
			Limited	
Store Area at Tower Park, Mannings Heath, <b>Poole</b> , Dorset	Gala Holdings Limited	Gala Leisure Limited	(1) MWB Leisure (Poole) Limited (2) Gala Holdings Limited	13/06/2003
<b>CASINO DIVISION</b>				
Redcliffe Way, <b>Bristol</b> , BS1 6NL	Patmor Limited	Patmor Limited	(1) English and Overseas Hotels Limited (2) Stakis plc	22/04/1998

**RESTRICTED LEASEHOLD PROPERTIES**

**REGISTERED LEASEHOLDS**

PROPERTY	CHARGORS		TITLE NUMBER
	LEGAL OWNER	BENEFICIAL OWNER	
BINGO DIVISION			
North Bar Street, <b>Banbury</b>	Gala Leisure Limited	Gala Leisure Limited	ON210188
60 New Street, <b>Barnsley</b> , Yorks, S70 1LP	Gala Leisure Limited	Gala Leisure Limited	SYK388093
28-70 Broadway, <b>Bexleyheath</b> , Kent, DA6 7RB	Gala Leisure (2000) Limited	Gala Leisure Limited	SGL607067
Leisure Sites 6 & 7 Parkway, Birmingham Great Park, <b>Birmingham</b> , West Midlands	Gala Leisure Limited	Gala Leisure Limited	WM768068
Unit 2, Shenley Wood, <b>Borehamwood</b>	Gala Leisure Limited	Gala Leisure Limited	HD445722
Fairway Trading Estate, Moulescoomb Way, <b>Brighton</b> , East Sussex, BN2 4PB	Gala Leisure (2000) Limited	Gala Leisure Limited	ESX215100
Unit A, Wirral Leisureland, Welton Road, Bromborough, <b>Liverpool</b> , Wirral, L62 3PN	Gala Leisure (2000) Limited	Gala Leisure Limited	MS370505

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

PROPERTY	CHARGORS		TITLE NUMBER
	LEGAL OWNER	BENEFICIAL OWNER	
Unit C, Batchelor Road, Excelsior Industrial Estate, <b>Cardiff</b> , CF4 3AX	Gala Holdings Limited	Gala Leisure Limited	WA791502
9 English Gate Plaza, Botchergate, <b>Carlisle</b>	Gala Leisure Limited	Gala Leisure Limited	CU195812
48 Osborne Street, <b>Colchester</b> , Essex, CO2 7DP	Gala Holdings Limited	Gala Leisure Limited	EX477034
Manor Walks Shopping Centre, <b>Cramlington</b> , Northumberland	Gala Holdings Limited	Gala Leisure Limited	ND102918
Kingsgate, Queensway, <b>Crawley</b> , RH10 1EN	Gala Holdings Limited	Gala Leisure Limited	WSX210896 WSX210899
Airpark Way, Browells Lane, <b>Feltham</b> , Middlesex, TW13 7LX	Gala Leisure (2000) Limited	Gala Leisure Limited	AGL57205
663 Fishponds Road, Fishponds, <b>Bristol</b> , Avon, BS16 3BQ	Gala Leisure (2000) Limited	Gala Leisure Limited	AV249419
Unit 4 The Peel Centre, St Ann Way, <b>Gloucester</b> , GL1 5SF	Gala Leisure (1998) Limited	Gala Leisure Limited	GR171562
2 Venture Way, <b>Grantham</b> , Lincs, NG31 7XG	Gala Leisure (1998) Limited	Gala Leisure Limited	LL62931
Station Way, <b>Harrow</b> , Middlesex, HA1 2TU	Gala Holdings Limited	Gala Leisure Limited	NGL518148
Unit 3 Orwell Retail Park, Ranelagh Road, <b>Ipswich</b> , IP2 0AQ	Gala Leisure (1998) Limited	Gala Leisure Limited	SK158249
Unit 18-20 Lordshill Retail Park, <b>Lordshill</b> , Southampton, SO1 8HY	Gala Leisure (1998) Limited	Gala Leisure Limited	HP464354
The New Galaxy, Bridge Street, <b>Luton</b> , Bedfordshire, LU1 2BN	Gala Leisure (2000) Limited	Gala Leisure Limited	BD209592
Chariot Way, Strood, <b>Medway</b> , Rochester, ME2 2SS	Gala Holdings Limited	Gala Leisure Limited	K768335
Westfield Road, <b>Peterborough</b> ,	Gala Leisure (2000) Limited	Gala Leisure Limited	CB211626

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

PROPERTY	CHARGORS		TITLE NUMBER
	LEGAL OWNER	BENEFICIAL OWNER	
Cambridgeshire, PE3 9TA			
Newbridge Lane, <b>Stockport</b> , Greater Manchester	Gala Holdings Limited	Gala Leisure Limited	GM764042
Surrey Quays Leisure Park, Redriff Road, <b>Surrey Quays</b> , London, SE16 1LW	Gala Leisure (2000) Limited	Gala Leisure Limited	TGL148406
Unit 17 Greenbridge Retail Park, Garrards Way, <b>Swindon</b> , SN3 3SQ	Gala Holdings Limited	Gala Leisure Limited	WT163740
Unit 1 Aintree Oval road, Teeside Leisure Park, <b>Stockton on Tees</b> , Cleveland, TS17 7BU	Gala Leisure (2000) Limited	Gala Leisure Limited	CE138665
Westgate Retail and Leisure Park, Off Charlesworthy Way, <b>Wakefield</b> , West Yorkshire, WF2 9SE	Gala Leisure (2000) Limited	Gala Leisure (2000) Limited	WYK597027
Units 3-12 (inclusive) and 14 and 15, Wavertree Retail Park, <b>Wavertree</b>	Gala Leisure Limited	Gala Leisure Limited	MS505182
St James Bridge, Park Lane, <b>Wednesbury</b> , West Midlands, WS10 9SB	Gala Leisure (2000) Limited	Gala Leisure Limited	WM639746
<b>CASINO DIVISION</b>			
Hill Street and 100 John Bright Street, <b>Birmingham</b> , B5 4AH	Patmor Limited	Gala Casinos Limited	WM734100 WM734062 WM734061 WM734065
48 Westover Road, <b>Bournemouth</b> , BH12 2B2	Patmor Limited	Gala Casinos Limited	DT317941 DT284061
Norfolk Gardens, Hotel, Hall Ings, <b>Bradford</b> , West Yorkshire, BD1 5SD	Patmor Limited	Gala Casinos Limited	WYK724501
Unit A1, The Leisure Exchange, Vicar Lane,	Gala Casinos Limited	Gala Casinos Limited	WYK776559

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

PROPERTY	CHARGORS		TITLE NUMBER
	LEGAL OWNER	BENEFICIAL OWNER	
<b>Bradford</b>			
Unit 4, UGC Megaplex, Mary Ann Street, <b>Cardiff</b>	Gala Casinos Limited	Gala Casinos Limited	CYM151268
Wellington Bridge Street, Westgate, <b>Leeds, LS3 1LW</b>	Patmor Limited	Gala Casinos Limited	WYK640429
196 Piccadilly, <b>London, W1V 9LG</b>	Distinctive Clubs Limited	Gala Casinos Limited	NGL770277
262 Tottenham Court Road, <b>London, W1T 7RG</b>	Lydiashourne Limited	Gala Casinos Limited	NGL762106
Gala Casino, Sol Central, <b>Northampton</b>	Gala Casinos Limited	Gala Casinos Limited	NN235566
4 Maid Marion Way, Mount Street, <b>Nottingham, NG1 6HS</b>	Patmor Limited	Gala Casinos Limited	NT259683
Unit 5, Aintree Oval Road, Teeside Leisure Park, <b>Middlesbrough, TS17 7BU</b>	Patmor Limited	Gala Casinos Limited	CE140369
Gala Casino, Riverside Quarter, High Street West, <b>Sunderland</b>	Gala Casinos Limited	Gala Casinos Limited	TY427363

**UNREGISTERED LEASEHOLDS**

PROPERTY	CHARGORS		PARTIES	LEASE DATE
	LEGAL OWNER	BENEFICIAL OWNER		
BINGO DIVISION				
129/131 Southernhey, <b>Basildon</b> , Essex SS14 1DH	Gala Holdings Limited	Gala Leisure Limited	(1) Trans-World Bowling (UK) Limited (2) G C (Leisure) Limited (3) Mr & Mrs G Cameron	16/12/1974
Storeroom at Waterside Centre, <b>Lincoln</b>	Gala Holdings Limited	Gala Leisure Limited	(1) The Prudential Assurance Company Limited (2) Gala Holdings Limited	03/08/2004
Fourth Floor, 10-12 Ely Place, <b>London</b> , EC1	Gala Leisure Limited	Gala Leisure Limited	(1) Store Property Investments Limited (2) Gala Leisure Limited (3) Gala Group Limited	21/05/2001

Name of Company

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

PROPERTY	CHARGORS		PARTIES	LEASE DATE
	LEGAL OWNER	BENEFICIAL OWNER		
Unit 1 Metro Retail Park, Metro Centre, <b>Gateshead</b> , Newcastle upon Tyne, NE11 9XU	Gala Holdings Limited	Gala Leisure Limited	(1) The Royal London Mutual Insurance Society Limited (2) Gala Holdings Limited  (1) (Cameron Park) Pillar Limited (2) Bass Leisure Activities Limited	26/02/1998  27/03/1997
Albion Square, <b>Hanley</b> , Stoke on Trent, Staffs, ST1 1QP	Gala Holdings Limited	Gala Leisure Limited	(1) Arbuthknot Properties Investments Limited (2) Bass Leisure Activities Limited	13/11/1986
Theatre Royal, James Street, <b>Kings Lynn</b> , Norfolk, PE30 5BZ	Gala Leisure (1998) Limited	Gala Leisure Limited	(1) Classicstone Properties Limited (2) Jora Leisure Limited	01/09/1992
Telegraph Way, St. Chad's Drive, <b>Kirkby</b> , Liverpool, L32 1TA	Bonningtree Limited	Gala Leisure Limited	(1) Telegraph Properties (Kirkby) Limited (2) Bonningtree Limited	29/12/1978
New Castle House, Castle Boulevard, <b>Nottingham</b> , NG7 1FT	Gala Group II Limited	Gala Leisure Limited	(1) New Castle House (No. 1) Limited and New Castle (No. 2) Limited (2) Gala Group II Limited (3) Gala Group Finance Limited	22/08/2003
Part of Crystal House, Watling Street, <b>Tamworth</b> , Staff	Gala Leisure (2000) Limited	Gala Leisure Limited	(1) Ghedia Properties Limited (2) First Leisure Bingo Limited	10/07/1995
9 Easthampstead Road, <b>Wokingham</b> , Berks, RG11 2EH	Gala Leisure (1998) Limited	Gala Leisure Limited	(1) Classicstone Properties Limited (2) Jora Leisure Limited	01/09/1992
<b>CASINO DIVISION</b>				
London Regency Casino, Imperial Hotel, Russell Square, <b>London</b> , WC1B 5BA	Patmor Limited	Gala Leisure Limited	(1) Imperial London Hotels Limited (2) Stalis PLC  (1) Imperial London Hotels Limited	29/11/1995  26/03/1998

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

PROPERTY	CHARGORS		PARTIES	LEASE DATE
	LEGAL OWNER	BENEFICIAL OWNER		
			(2) Stalis PLC	

Note (4): The Investments specified in Schedule 4 (*Investments*) to the Security Document are as follows

**Gala Electric Casinos Limited**

119,491 ordinary shares of £0.01 each in Gala Group Finance Limited  
1 ordinary share of £1.00 in Gala Electric Casino Two Limited

**Gala Group Finance Limited**

49,574,085 ordinary shares of £0.01 each in Gala Group II Limited  
9,174,331 ordinary shares of £0.01 each in CE Acquisition 1 Limited

**Gala Group II Limited**

17,069,000 ordinary shares of £1 each in Gala Group Holdings II Limited

**Gala Group Two II Limited**

244,800,010 ordinary shares of £1 each in Gala Group Holdings II Limited

**Gala Group Holdings II Limited**

50,000,000 ordinary shares of £0.01 each in Gala Group Investments Limited  
2 ordinary shares of £1 each in Gala Group Finance II Limited

**Gala Group Investments Limited**

12,039,615 ordinary shares of £0.01 each in Gala Bingo Limited  
60,199,527 ordinary shares of £0.10 each in Gala Leisure (2000) Limited  
229,486,661 ordinary shares of £1 each in Gala Holdings Limited  
12,000 ordinary shares of £1 each in Gala Leisure (1999) Limited  
1,900,002 ordinary shares of £1 each in Gala (2003) Limited  
117,300,011 ordinary shares of £1 each in Gala Casinos Limited

**Gala Bingo Limited**

4,053,704 ordinary shares of £1 each in Gala Leisure (1998) Limited

**Gala Leisure (2000) Limited**

1 ordinary share of £1 in Zetters Entertainment Limited

**Gala Holdings Limited**

100 ordinary shares of £1 each in Gala Leisure Limited

**Short particulars of all the property mortgaged or charged****Gala Leisure (1999) Limited**

18,056 ordinary shares of £1 each in Majestic Cradley Heath Limited

8,649 3.675% cumulative preference shares of £1 each in Majestic Cradley Heath Limited

**Gala Casinos Limited**

42 ordinary shares of £1 each in Stakis Leisure Limited

153,814 ordinary shares of £1 each in Lydiashourne Limited

112,064 ordinary shares of £1 each in Gravitas 1025 Limited

870,417 ordinary shares of £1 each in Distinctive Clubs Limited

6,765,002 ordinary shares of £1 each in Torchlight UK Limited

**Eventday Limited**

240,000 ordinary shares of £1 each in Grosvenor Sporting Club Limited

1,421,906 ordinary shares of £1 each in Crandmill Limited

31,500 ordinary shares of £1 each in P&E Finney Limited

31,500 non-cumulative preference shares of £1 each in P&E Finney Limited

3,100 ordinary shares of £1 each in Parkside Clubs (Nottingham) Limited

115,980 ordinary shares of £1 each in Victoria Casino Limited

**Gala Leisure Limited**

92,395,000 ordinary shares of £1 each in Gala Leisure (1991) Limited

2 ordinary shares of £1 each in Gala Social Clubs Limited

14,303,558 ordinary shares of £0.10 each in Zetters Leisure Limited

1,945,238 ordinary shares of £1 each in Paramount Clubs Limited

750,002 ordinary shares of £1 each in Gala Entertainments Limited

34,966 A ordinary shares of £1 each in New Generation Bingo Limited

20,834 B ordinary shares of £1 each in New Generation Bingo Limited

100 ordinary shares of £1 each in Gala TV Limited

1 ordinary share of £1 in Gala Croydon Limited

422 ordinary shares of 25 pence each in Gala County Clubs Limited

**Gala Leisure (1991) Limited**

300 ordinary shares of £0.01 each in Moderne Enterprises Winton Limited

100,000 ordinary shares of £1 each in Bonningtree Limited

1,000,000 ordinary shares of £1 each in Candess Investments Limited

4,240,656 ordinary shares of £1 each in Essoldo Group Holdings Limited

37,503 ordinary shares of £1 each in Bergenia Limited

1 ordinary share of £0.10 in Zetters Leisure Limited

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

**Zetters Leisure Limited**

100 ordinary shares of £1 each in Zetters Enterprises Limited

**Patmor Limited**

3,999,850 ordinary shares of £1 each in Albindene (Barracuda) Limited

150 non-cumulative preference shares of £1 each in Albindene (Barracuda) Limited

**Essoldo Group Holdings Limited**

3,200,000 ordinary shares of £0.125 each in Essoldo Limited

**Zetters Enterprises Limited**

2 ordinary shares of £1 each in Hereford Entertainments Agency Limited

1,000 ordinary shares of £1 each in Dorchester Ballroom Limited

**Dorchester Ballroom Limited**

9,000 ordinary shares of £1 each in M&S Properties (Northampton) Limited

596 ordinary shares of £1 each in Crystal Entertainments Limited



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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. 05601831

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A FIXED AND FLOATING SECURITY DOCUMENT DATED THE 11th MAY 2006 AND CREATED BY GALA ELECTRIC CASINO TWO LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO ANY SECURED PARTY ON ANY ACCOUNT WHATSOEVER 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 24th MAY 2006.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 30th MAY 2006.

*DDM*



*Companies House*

— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES