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CHFP025

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in black type, or
bold block lettering

*insert full name
of Company

COMPANIES FORM No. 395**Particulars of a mortgage or charge**

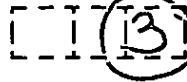
A fee of £13 is payable to Companies House in respect
of each register entry for a mortgage or charge.

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number



05833222 ✓

Name of company

* **BLUESTONE LEISURE LIMITED** (the "Company")

Date of creation of the charge

1 July 2009

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

Legal Charge

Amount secured by the mortgage or charge

All or any money and liabilities which shall from time to time (and whether on or at any time after demand) be due, owing or incurred in whatsoever manner to BoS by the Company, whether actually or contingently, solely or jointly and whether as principal or surety (or guarantor or cautioner) including any money or liabilities of the Company to a third party which have been assigned or novated to or otherwise vested in BoS and including discount, commission and other lawful charges or expenses which BoS may in the course of its business charge or incur in respect of those matters or for keeping the Company's account, together with any sum of money payable to BoS by way of interest upon them and expenses (as defined in BoS' Commercial Charge Conditions (2007 Edition)) relating to them (the "**Secured Liabilities**").

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

BANK OF SCOTLAND PLC ("BoS")
The Mound
Edinburgh

Postcode EH1 1YZ

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

Geldards LLP
Dumfries House
Dumfries Place
Cardiff
CF10 3ZF

Ref: MJ/70595.59

Time critical reference

For official Use (02/06)
Mortgage Section

Post room

THURSDAY



A21

09/07/2009

332

COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

1. By way of legal mortgage the leasehold property known as outbuildings at Newhouse Farm, Canaston Bridge, Narberth, Pembrokeshire, SA67 8DE (the "Property") together with all present and future buildings and fixtures (including trade and tenant's fixtures) which are at any time on or attached to the Property.
2. By way of fixed charge any goodwill relating to the Property or the business or undertaking conducted at the Property.
3. By way of fixed charge all plant, machinery and other items attached to and forming part of the Property on or at any time after the date of the Legal Charge.
4. By way of assignment all rents, profits, income, fees and other sums at any time payable by any lessees, underlessees, tenants or licensees of the Property to the Company pursuant to the terms of any agreement for lease, leases, underleases, tenancies or licences to which all or any part of the Property is subject but not any sums payable on respect of services provided to such lessees, underlessees, tenants or licensees or payable in respect of insurance premiums or reasonable professional fees or expenses, together with the benefit of all rights and remedies of the Company relating to them to hold to BoS absolutely subject to redemption upon repayment of the Secured Liabilities.

(continued...)

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lettering

6

Particulars as to commission allowance or discount (note 3)

Nil.

Signed

Geldards LLP

Date

8/7/09

On behalf of ~~XXXXXXXXXXXXXXXXXXXX~~ (chargee) †

A fee 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 A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge. Cheques and Postal Orders must be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is: Companies House, Crown Way, Cardiff CF14 3UZ

Name of company

*insert full name
of Company

* BLUESTONE LEISURE LIMITED (the "Company")

Addendum 1/4

1. Description of the instrument creating or evidencing the mortgage or charge (continued) (note 2)

Addendum 2/4

2. Amount due or owing on the mortgage or charge (continued)

Addendum 3/4

3. Names, addresses and descriptions of the mortgages or persons entitled to the charge (continued)

Addendum 4/4

4. Short particulars of all the property mortgaged or charged (continued)
5. By way of fixed charge all rights and interests in and claims made under any insurance policy relating to any of the property charged under the Legal Charge.
6. By way of floating charge all unattached plant, machinery, chattels and goods at any time on or after the date of the Legal Charge on or in or used in connection with the Property or the business or undertaking conducted at the Property.



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. 5833222
CHARGE NO. 3**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A LEGAL CHARGE DATED 1 JULY
2009 AND CREATED BY BLUESTONE LEISURE LIMITED FOR
SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE
COMPANY TO BANK OF SCOTLAND PLC ON ANY ACCOUNT
WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1
PART XII OF THE COMPANIES ACT 1985 ON THE 9 JULY 2009

GIVEN AT COMPANIES HOUSE, CARDIFF THE 13 JULY 2009



Companies House
— for the record —

PS



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

