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CHFP025

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write in
this marginPlease 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

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

395

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number

[9][1][1][1]

05973031

Name of company

* Georgica Holdings Limited (the "Company")

Date of creation of the charge

11 April 2008

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

Debenture (the "Debenture")

Amount secured by the mortgage or charge

All obligations and liabilities of any kind incurred by the Company from time to time under or in connection with, as and when they become due for payment or discharge, the following documents each as from time to time amended, restated, novated or replaced however fundamentally (each a "Senior Finance Document" and together the "Senior Finance Documents")

(a) the Debenture,

(b) the £127,000,000 facilities agreement dated 4 May 2005 as amended and restated by a supplemental agreement dated 28 July 2005, and as amended by subsequent supplemental agreements dated 20 June 2006, 29 September 2006, 8 February 2007 and 13 February 2007 and as amended and restated by supplemental agreements dated 9 March 2007, 27 July 2007, and as novated and amended and restated by a supplemental agreement dated 22 October 2007, and as amended by a subsequent supplemental agreement dated 19 December 2007 and as amended and restated on 11 April 2008 between Georgica Plc ("Georgica") the Company, Tenpin Limited, certain Subsidiaries of Georgica as guarantors, The Royal Bank of Scotland plc as agent, arranger and (See Continuation Sheet No 1 Page 2)

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

The Royal Bank of Scotland plc (and its successors) of 135 Bishopsgate, London on behalf of itself as security trustee and the banks and financial institutions from time to time parties to the Senior Finance Documents (the "Security Trustee")

Postcode EC2M 3UR

Presentor's name address and
reference (if any)

Norton Rose LLP
3 More London Riverside
London
SE1 2AQ

NWHI/BD7512707

Time critical reference

For official Use (06/2005)
Mortgage Section

Post room

TUESDAY



LD2

LOKGNVWQ

15/04/2008

COMPANIES HOUSE

83

Short particulars of all the property mortgaged or charged

- 1 The following charges are given with full title guarantee, subject only to certain existing security interests granted by the Company
- 2 The Company charges, by way of first fixed charge, all present and future assets of the Company of the following types
 - (a) land, interests in land and fixtures including the land described in Schedule 3 of the Debenture,
 - (b) plant, machinery and other equipment, except equipment of a type which is disposed of in the ordinary course of trading,
 - (c) debt and equity securities and other investments, including any shares or loan capital held in a subsidiary,
 - (d) any contract entered into and designated a "Key Contract" by the Security Trustee,
 - (e) certain material accounts, including any account designated a "Receipts Account" by and held with the Security Trustee to receive money following the occurrence of a default under the Group Facilities Agreement, any account designated a "Cash Collateral Account" under the Group Facilities Agreement, (See Continuation Sheet No 1 Page 4)

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

Particulars as to commission allowance or discount (note 3)

Nil

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

Signed

Norton Rose LLP

Date

15 APRIL 2008

On behalf of ~~XXXXXXXXXXXX~~ [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 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**

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Particulars of a mortgage or charge (continued)

Please do not
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binding margin

Continuation sheet No 1
to Form No 395 and 410 (Scot)

*Please complete
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Company Number

05973031

Name of Company

Georgica Holdings Limited

XXXXXX

* delete if
inappropriate

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

Security Trustee and the Finance Parties defined therein (the "**Group Facilities Agreement**"),

(c) any other document defined as a "Finance Document" in the Group Facilities Agreement,

(d) any other document designated as such by Georgica and the Security Trustee at any time, and

(e) any other document creating or evidencing the security interests created by the Debenture and any other existing or future security interests granted by a chargor under the Debenture to the Security Trustee to secure the payment and discharge the obligations undertaken to be paid or discharged in the Debenture

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Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)

*Please complete
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bold block lettering*

and any account of the Company held with the Security Trustee or any other Bank,

(f) intellectual property of all kinds,

(g) monetary claims of any kind, and

(h) goodwill and uncalled capital,

in each case together with all associated rights

3 It creates a first floating charge over all of the Company's other present and future assets

4 The Company undertakes that, without the agreement of the Security Trustee, no security interest will exist over, or in relation to, any asset charged under 2, 3 and 4 above other than certain permitted security interests described in the Group Facilities Agreement

*Please complete
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bold block lettering*



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. 5973031
CHARGE NO. 9**

**THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A DEBENTURE DATED 11 APRIL 2008
AND CREATED BY GEORGICA HOLDINGS LIMITED FOR
SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE
COMPANY TO THE ROYAL BANK OF SCOTLAND PLC (THE
"SECURITY TRUSTEE") 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 15 APRIL 2008**

GIVEN AT COMPANIES HOUSE, CARDIFF THE 22 APRIL 2008



Companies House
— for the record —



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**