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COMPANIES FORM No. 410(Scot)

Particulars of a charge created by a company registered in Scotland

410

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write in
this margin

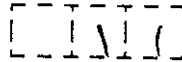
Pursuant to section 410 of the Companies Act 1985

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

To the Registrar of Companies
(Address overleaf - Note 5)

For official use

Company number



5420

Name of company

* HAMILTON ACADEMICAL FOOTBALL CLUB LIMITED

* insert full name
of company

Date of creation of the charge (note 1)

23 OCTOBER 1997

Description of the instrument (if any) creating or evidencing the charge (note 1)

STANDARD SECURITY

Amount secured by the charge

All sums of principal, interest and charges due to Standforth Limited
in terms of Personal Bond in favour of Standforth Limited dated 12
November 1996

Names and addresses of the persons entitled to the charge

STANDFORTH LIMITED, 168 West Regent Street, Glasgow

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

Kerr & Co
23 Nelson Mandela Place
Glasgow G2 1QB

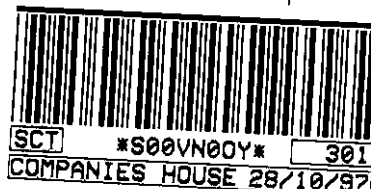
Tel: 0141 248 1488

Ref: PCL

For official Use

Charges Section

Post room



Short particulars of all the property charged.

Please do not
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Please complete
legibly, preferably
in black type, or
bold block lettering

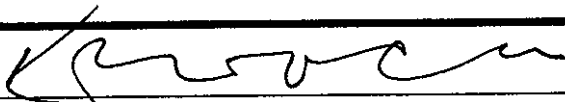
ALL and WHOLE that plot or area of ground lying generally to the west and south west of Auchinraith Avenue, Hamilton in the County of Lanark extending to Six acres and forty seven one-hundredth parts of an acre or thereby Imperial Standard Measure being the subjects shown delineated and outlined in red on the plan annexed and executed as relative to the said Standard Security and forming PART and PORTION of the subjects registered in the Land Register of Scotland under Title Numbers LAN 99534 and LAN 115396

Statement, in the case of a floating charge, as to any restrictions on power to grant further securities and any ranking provision (note 2)

N/A

Particulars as to commission, allowance or discount paid (see section 413(3))

NIL

Signed  Date 27.10.97

On behalf of ~~company~~ [chargee]†

Notes

† delete as
appropriate

1. A description of the instrument e.g. "Standard Security" "Floating Charge" etc, should be given. For the date of creation of a charge see section 410(5) of the Act. (Examples — date of signing of an Instrument of Charge; date of recording/registration of a Standard Security; date of intimation of an Assignment.)

2. In the case of a floating charge a statement should be given of (1) the restrictions, if any, on the power of the company to grant further securities ranking in priority to, or pari passu with the floating charge; and/or (2) the provisions, if any, regulating the order in which the floating charge shall rank with any other subsisting or future floating charges or fixed securities over the property which is the subject of the floating charge or any part of it.

3. A certified copy of the instrument, if any, creating or evidencing the charge, together with this form with the prescribed particulars correctly completed must be delivered to the Registrar of Companies within 21 days after the date of the creation of the charge. In the case of a charge created out of the United Kingdom comprising property situated outside the U.K., within 21 days after the date on which the copy of the instrument creating it could, in due course of post, and if despatched with due diligence, have been received in the U.K. Certified copies of any other documents relevant to the charge should also be delivered.

4. A certified copy must be signed by or on behalf of the person giving the certification and where this is a body corporate it must be signed by an officer of that body.

5. The address of the Registrar of Companies is:-
Companies Registration Office
102 George Street
Edinburgh EH2 3DJ



**CERTIFICATE OF THE REGISTRATION
OF A CHARGE**

Company number 5420

I hereby certify that a charge created by

HAMILTON ACADEMICAL FOOTBALL CLUB LIMITED

on 23 OCTOBER 1997

for securing ALL SUMS DUE, OR TO BECOME DUE

in favour of STANDFORTH LIMITED

was delivered pursuant to section 410 of the Companies Act, 1985,
on 28 OCTOBER 1997

Signed at Edinburgh
29 OCTOBER 1997

R. Graham
For Registrar of Companies



C O M P A N I E S H O U S E

N.B. Searchers may find it desirable to refer to the documents mentioned in column (2) for more detailed particulars

REGISTER of Charges, Alterations to Charges,

COMPANY: SC005420 CHARGE: 11

(1) Date of Registration	(2) Serial Number of Document on File	(3) Date of Creation of each Charge and Description thereof	(4) Date of the aquisition of the Property	(5) Amount secured by the Charge £	(6) Short Particulars of the Property Charged	(7) Names of the Persons entitled to the Charge
28/10/1997		23/10/97 STANDARD SECURITY		ALL SUMS DUE, OR TO BECOME DUE	GROUND TO THE WEST OF AUCHINRAITH AVENUE, HAMILTON	STANDFORTH LIMITED

Memoranda of Satisfaction and Appointments etc. of Receivers

N.B. Searchers may find it desirable to refer to the documents mentioned in column (2) for more detailed particulars

COMPANY: SC005420 CHARGE: 11

(8)	(9)	(10)	(11)	(12)		
In the case of a floating charge, a statement of the provisions, if any, prohibiting or restricting the creation by the company of any fixed security or any other floating charge having priority over, or ranking <i>pari passu</i> with the floating charge.	In the case of a floating charge, a statement of the provisions if any regulating the order in which the floating charge shall rank with any other subsisting or future floating charges or fixed securities over the property the subject of the floating charge or any part of it.	Amount or rate per cent of the Commission Allowance or discount	Memoranda of Satisfaction	Receiver		
				Name	Date of Appointment	Date of Ceasing to act