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COMPANIES FORM No. 395

110501/10

Particulars of a mortgage or charge

395

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge.

FEE

CHFP025

Please do not write in this margin

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

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number

31111

40946

Name of company

* MANCHESTER CITY FOOTBALL CLUB PLC (the "Club")

Date of creation of the charge

1 / 1 / ~~JULY~~ AUGUST 2003

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

SUPPLEMENTAL DEBENTURE (supplemental to a Debenture dated 28 October 2002) (the "Supplemental Debenture")

Amount secured by the mortgage or charge

PLEASE REFER TO SCHEDULE 1 ATTACHED

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

MANCHESTER CITY INVESTMENTS LIMITED (the "Issuer")
MAINE ROAD
MOSS SIDE
MANCHESTER

Postcode M14 7NN

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

Eversheds LLP
Cloth Hall Court
Infirmary Street
Leeds
LS1 2JB

C5.CJW.573508

Time critical reference

For official Use
Mortgage Section

Post room



COMPANIES HOUSE

0689
08/08/03

Short particulars of all the property mortgaged or charged

PLEASE REFER TO SCHEDULE 2 ATTACHED

Please do not write in this margin

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

Particulars as to commission allowance or discount (note 3)

NIL

Signed *Everheds LLP*

Date ~~JULY 2003~~ *5 August 2003*

On behalf of [~~XXXXXX~~] [mortgagee/chargee]†

A fee of £10 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 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 CF14 3UZ

SCHEDULE 1

All monies, debts and liabilities which may at any time be or become due, owing or incurred actually or contingently, by the Club to the Issuer under the Stadium Loan Agreement and other Relevant Document (the “**Secured Club Obligations**”).

Definitions:

- “Relevant Document”** means in relation to any person, the Transaction Documents (as defined in the Stadium Loan Agreement) to which that person is expressed to by a party
- “Stadium Loan Agreement”** means the loan agreement dated on or about 28 October 2002 between the Club, the Issuer, Providential Trustee Company Limited and Manchester City plc

SCHEDULE 2

1. The Club charged with full title guarantee in accordance with the Law of Property (Miscellaneous Provisions) Act 1994 and as security for the payment or discharge of all the Secured Club Obligations and all its other obligations under the Supplemental Debenture in favour of the Issuer, by way of first legal mortgage the New Stadium Lease together with all buildings, fixtures (excluding landlord's fixtures but including other trade fixtures other than, in the case of property which is let to a third party, any tenant's and trade fixtures and fittings or such third party) and its fixed plant and machinery at any time thereon.
2. The Club assigned and agreed to assign absolutely with full title guarantee to the Issuer (to the fullest extent assignable or capable of assignment without first infringing any contractual provision restricting the same (unless any applicable consent or waiver to any such assignment has been granted), as security for the payment and discharge of the Secured Club Obligations, all of its right, title and interest to, in and under an present and future:
 - (a) agreements, contracts, deeds, licences, undertakings, guarantees, covenants, warranties, representations and other documents entered into by or given to the Club in respect of the New Stadium Lease;
 - (b) licences in relation to the New Stadium Lease;
 - (c) rental income and disposal proceeds in each case relating to the New Stadium Lease and the right to make demand for and receive the same;
 - (d) insurance policies relating to the New Stadium Lease and all proceeds paid or payable thereunder.
3. The Club charged with full title guarantee in favour of the Issuer, with the payment and discharge of the Secured Club Obligations, by way of first fixed charge, all present and future assets which are specified in paragraph 2 above.

NOTE

The Club undertakes that it shall not, at any time during the subsistence of the Supplemental Debenture, create or permit to subsist any Encumbrance over all or any part of the Club Charged Property other than pursuant to or as otherwise permitted under the Transaction Documents.

Definitions

“Club Charged Property”

means all the assets and undertaking of the club from time to time charged in favour of or assigned (whether at law or in equity) to the Issuer by or pursuant to the Stadium Debenture and the Supplemental Debenture

“Encumbrance”

means (a) a mortgage, charge, pledge, lien or other encumbrance securing any obligation of any person, (b) any arrangement under which money or claims to, or the benefit of, a bank or other account may be applied, set off or made subject to a combination of accounts so as to effect discharge of any sum owed or payable to any person or (c) any other type of preferential arrangement (including any title transfer and retention arrangement) having a similar effect

“New Stadium Lease”

means The City of Manchester Stadium, Eastlands, Manchester as comprised in and demised by a lease dated [] July 2003 between the City Council (1) the Club (2) and Manchester City plc

FILE COPY



**CERTIFICATE OF THE REGISTRATION
OF A MORTGAGE OR CHARGE**

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

COMPANY No. 00040946

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A SUPPLEMENTAL DEBENTURE DATED THE 1st AUGUST 2003 AND CREATED BY MANCHESTER CITY FOOTBALL CLUB PLC FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO MANCHESTER CITY INVESTMENTS LIMITED 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 8th AUGUST 2003.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 12th AUGUST 2003.

P. Pam



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES