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COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

Please do not write in this margin

Pursuant to section 395 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

1245

27318

Name of company

* Birmingham City Football Club plc

* insert full name of company

Date of creation of the mortgage

21 May 1998

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

Legal Mortgage dated 21 May 1998

Amount secured by the mortgage or charge

All money and liabilities whatever, whenever and howsoever incurred by the Company whether now or in the future.

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

Midland Bank plc, whose registered office is at Poultry, in the City of London.

Postcode

EC2P 2BX

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

S. J. Bennett
DX 255
London

For official Use
Mortgage Section

Post room



COMPANIES HOUSE 10/06/98

Time critical reference

Short particulars of all the property mortgaged or charged

The property at Land lying to the South West side of Garrison Lane
Birmingham (Title Number: WK 189885)

Please do not
write in
this margin

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

**with the benefit of all rights, licences, guarantees, rent deposits contracts, deeds, undertakings
and warranties relating to the property;**

any shares or membership rights in any management company for the Property;

any goodwill of any business from time to time carried on at the Property;

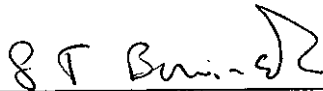
**any rental and other money payable under any lease, licence or other interest created in respect
of the Property; and**

all other payments whatever in respect of the Property.

Particulars as to commission allowance or discount (note 3)

NIL

Signed



Date

9 June 1998

On behalf of [company][mortgagee/chargee]†

† delete as
appropriate

Notes

- 1 The original instrument (if any) creating or evidencing the mortgage, 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 mortgage (section 395). If the property is situated and the mortgage 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 mortgage will be accepted where the property mortgage is situated and the mortgage 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", "Legal 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.

FILE COPY



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

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

COMPANY No. 00027318

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL MORTGAGE DATED THE 21st MAY 1998 AND CREATED BY BIRMINGHAM CITY FOOTBALL CLUB PLC FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO MIDLAND BANK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 10th JUNE 1998.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 12th JUNE 1998.

A. Hamilton

A. HAMILTON

for the Registrar of Companies

*DX
12/6
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C O M P A N I E S H O U S E