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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.

FEE PAID
£13.00
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COMPANIES HOUSE

395

7/9086/13

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

THO

00043026

Name of company

* The Bolton Wanderers Football & Athletic Company Limited (the "Chargor")

*insert full name of Company

Date of creation of the charge

16 February 2006

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

A legal charge (the "Charge") created by the Chargor in favour of Moonshift Investments Limited (the "Lender")

Amount secured by the mortgage or charge

(a) all sums, actual or contingent and at the date of the Charge or at any time after the date of the Indemnity Agreement due from the Chargor to the Lender under the Indemnity Agreement; and (b) all Costs, incurred by the Lender in relation to the Indebtedness and the Charge (the "Indebtedness").

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

Moonshift Investments Limited whose registered office is at Romasco Place, Wickhams Cay 1, PO Box 3140, Road Town, Tortola, British Virgin Islands

Postcode

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

Charles Russell LLP
8-10 New Fetter Lane
London
EC4A 1RS

58044/14 - 1748053.1

Time critical reference

For official Use (06/2005)
Mortgage Section

Post room



Short particulars of all the property mortgaged or charged

[Empty box for short particulars of all the property mortgaged or charged]

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 Charles Russell int Date 28 February 2006
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

* The Bolton Wanderers Football & Athletic Company Limited (the "Chargor")

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 description of the mortgages or persons entitled to the charge (continued)

Addendum 4/4

4. Short particulars of all the property mortgaged or charged (continued)

The Chargor with full title guarantee charges as continuing security to the Lender for repayment and discharge of the Indebtedness:

1 by way of first legal mortgage, all and every interest in or over the Property which the Chargor at the date of the Charge or at any time after the date of the Charge has power to charge and the proceeds of sale of the Property.

2 by way of first legal mortgage all moneys to be received under any policy of insurance effected in respect of the Property.

3 by way of first fixed equitable charge all its right, title and interest in the Property (other than the Property described as charged by way of first legal mortgage under paragraph 1 above)

The terms used in this Companies form 395 have the meanings set out below:

"the Borrower"

means the Chargor and Bolton Sporting Ventures Limited and Bolton Sports Village Limited all of The Reebok Stadium, Burnden Way, Lostock, Bolton BL6 6JW;

"Charged Assets"

means all assets and property of the Chargor charged to the Lender pursuant to the Charge;

"Costs"

all reasonable and properly incurred costs, charges and expenses including VAT from time to time incurred by the Lender or a Receiver related to the Charged Assets or protection and enforcement of the Charge and all rights of the Lender and any Receiver under it;

"the Indemnity Agreement"

Name of company

*insert full name
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the indemnity agreement made between the Lender (1) and the Borrower (2) of the same date as the Charge;

"Property"

means the Property known as land and buildings on the North side of Euxton Lane, Euxton, Chorley, registered at HM Land Registry with title number LA789078 and all fixtures, buildings plant and equipment attached to it.

"Receiver"

any person(s) appointed by the Lender as receiver(s) of the Property or any of them.

Negative Pledge

The Chargor has undertaken with the Lender not at any time during the subsistence of the security constituted by the Charge to create or permit to subsist any encumbrance that would rank in priority to this Charge over the Charged Assets or any part or parts thereof.

The Chargor undertakes with the Lender not to

- (a) sell, transfer, lease, lend or otherwise dispose of the Charged Assets or any part or parts thereof or enter into any agreement for the same;
- (b) dispose or agree to dispose of or create or agree to create any legal or equitable estate or interest in or over the Charged Assets;
- (c) exercise any of the powers reserved to a mortgagor by Section 99 and 100 of the Law of Property Act 1925 or otherwise grant or agree to grant any lease or tenancy or licence of all or any part of the Charged Assets or accept or agree to accept a surrender, cancellation, assignment, charge or any disposal of any lease, tenancy, licence, credit sale agreement or hire purchase agreement thereof or relating thereto or agree to vary the provisions of any lease, tenancy or licence thereof.

FILE COPY



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

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

COMPANY No. 00043026

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 16th FEBRUARY 2006 AND CREATED BY BOLTON WANDERERS FOOTBALL & ATHLETIC COMPANY LIMITED(THE) FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO MOONSHIFT INVESTMENTS LIMITED 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 28th FEBRUARY 2006.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 2nd MARCH 2006.

*P.
Pam*



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES