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

*insert full name of Company

COMPANIES FORM No. 395

B/B £10 / 707060

Particulars of a mortgage or charge



395

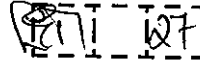
A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge.

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number



00027318

Name of company

* BIRMINGHAM CITY FOOTBALL CLUB plc ("the Company") ✓

Date of creation of the charge

26 MAY 1999 ✓

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

LEGAL MORTGAGE made between the Company (1) and Midland Bank Plc ("the Bank") (2), dated 26 May 1999 ("the Legal Mortgage")

Amount secured by the mortgage or charge

All money and liabilities whatever, whenever and however incurred whether at the date of the Legal Mortgage or in the future due, or becoming due, from the Company to the Bank ("the Debt").

This includes but is not limited to:

(a) overdrafts, personal and other loans or facilities and further advances of money;

(b) guarantees and indemnities to the Bank and any of the Company's other contingent liabilities;

(c) discount, commission and other lawful charges and expenses;

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

MIDLAND BANK PLC, Little Park Street Securities, 9 Little Park Street, Coventry CV1 2QT

Postcode

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

S J Berwin & Co
222 Grays Inn Road
London
WC1X 8HB

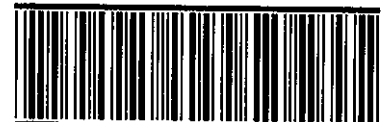
Ref: 641/CP2:23403.1/aaar

Time critical reference

For official Use

Mortgage Section

Post room



A40 *ADFNBGUA* 586
COMPANIES HOUSE 02/06/99

(d) interest in accordance with any agreement between the Company and the Bank and, if there is no agreement, interest on any money and liabilities due from the Company at an annual rate of 3% above the Bank's base rate from time to time computed and compounded monthly and/or according to the Bank's then current practice. Interest as above applies before and after any demand or judgement;

(e) money agreed to be paid by the Company under paragraph 25 of the Midland Bank plc Mortgage Deed Conditions (1997 edition) ("the Conditions").

The Debt is not any money and liabilities arising under a regulated consumer credit agreement falling within Part V of the Consumer Credit Act 1974, unless agreed between the Company and the Bank.

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

Short particulars of all the property mortgaged or charged

With limited title guarantee, the Company charges by way of legal mortgage and (as appropriate) assigns and transfers to the Bank:

- (a) the Property: Land adjoining St Andrew's Football Stadium Birmingham West Midlands registered at H M Land Registry with title number WM683306;
- (b) the benefit of all rights, licences, rent deposits, contracts, deeds, undertakings and warranties relating to the Property;
- (c) any shares or membership rights mentioned in paragraph 3 of the Conditions;
- (d) any goodwill of any business from time to time carried on at the Property;
- (e) any rental and other money payable under any lease, licence, or other interest created in respect of the Property; and
- (f) any other payments whatever in respect of the Property, for example, payments from any insurance policy or any compensation money.

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Particulars as to commission allowance or discount (note 3)

N/A

Signed

ST Berwin & Co

Date 1 June 1999

On behalf of ~~company~~ / mortgagee / charged [†]

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 CF4 3UZ

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 26th MAY 1999 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 2nd JUNE 1999.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 8th JUNE 1999.

*LC
CVR.*



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



COMPANIES HOUSE