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CHFP025

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legibly, preferably
in black type, or
bold block lettering

*insert full name
of Company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

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

2822203

2822203

Name of company

* **CAMELOT GROUP PLC** (the "Company")

Date of creation of the charge

4 July, 2000

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

*The assignment dated 4 July, 2000 made by the Company under
and pursuant to the Security Agreement dated 20 and 22
December 1994 (the "Assignment") in favour of The Law
Debenture Trust Corporation p.l.c. (the "Trustee").*

Amount secured by the mortgage or charge

*All Secured Obligations (as defined in the Security Trust
Deed dated 12 November, 1994 and made between the Company
and the Trustee) to be paid or discharged by the Company.*

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

*The Law Debenture Trust Corporation p.l.c.
Princes House, 95 Gresham Street
London*

Postcode EC2V 7LY

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

*Clifford Chance
200 Aldersgate Street
London
EC1A 4JJ*

London-2/375746/01

Time critical reference

LBAR/L0794/03127

For official Use
Mortgage Section

Post room



L826NS5L

LD2
COMPANIES HOUSE
COMPANIES HOUSE

0403
13/07/00
10/07/00

The Company assigns to and in favour of the Trustee as trustee under the Security Trust Deed and to and in favour of its successors as trustee and any additional trustees for the time being appointed for the purpose of and in accordance with the Security Trust Deed, to the extent not previously or effectively so assigned and without prejudice to any previous assignation in favour thereof, surrogating and substituting the said trustee and trustees in its full right therein and thereto, the Company's whole right, title, interest and benefit present and future, in and to and relative to all of the debts so far as governed by Scots Law at the date of the assignation and at any time thereafter due and owing to the Company from each Retailer described in the Appendix attached to the Assignation and repeated in Schedule 1 to this Form 395 (which shall include, without limitation, all persons trading or otherwise acting under the name set out in such Appendix at or in respect of the premises so set out relative thereto) arising under or pursuant to all agreements under which such Retailers agree, from time to time with the Company to sell or offer to sell lottery tickets in respect of the National Lottery
(See Continuation Sheet 1 - Page 4)

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

Particulars as to commission allowance or discount (note 3)

None

Signed Clifford Chance

Date 6 July, 2000

On behalf of [company] [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 CF4 3UZ

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Particulars of a mortgage or charge (continued)

Continuation sheet No 1
to Form No 395 and 410 (Scot)

CHFP025

Please complete
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bold block lettering

Company Number

2822203

Name of Company

CAMELOT GROUP PLC (the "Company")

Limited*

* delete if
inappropriate

Description of the instrument creating or evidencing the mortgage or charge (continued) (note 2)

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

Please do not
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Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)

Please complete
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(as the same may be amended, varied, supplemented or novated from time to time) such debts being in respect of or arising from the sale by or on behalf of such Retailer of any ticket, voucher, coupon or like receipt or agreement, contract or like document in each case relative to the participation of a person in any game of chance or distribution by lot which may, at any time, be established or promoted by the Company pursuant to any licence granted under the National Lottery etc. Act 1993 including (without limitation) in each case all rights to receive payments of any amount which may become payable to, or which are received by the Company, in connection therewith, all proceeds thereof and all rights to serve notices, give consents and/or make demands in connection therewith and/or to take such steps as are required to cause payments to become due and payable in connection therewith and all rights of action in respect thereof and all rights to receive damages or obtain other relief in respect thereof.

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Definitions

In this Form 395, unless the context otherwise requires:

"Retailer" means any person with whom the Company has entered into a Retailer Agreement; and

"Retailer Agreement" means an agreement under which any person (including but not limited to, Post Office Counters Limited) agrees, from time to time, with the Company to sell or offer to sell Tickets (as defined in the Security Trust Deed) in respect of any Games (as defined in the Security Trust Deed).

JAMES MEEK	412878	NEWSBOX	64 MAIN ST	PRESTWICK	AYRSHIRE	KA9 1NX	BACS 04-May-00
MRS R NASEEM	413918	ARBROATH PARTY TIME	1 CULLODEN ROAD	ARBROATH	ANGUS	DD11 1LH	BACS 25-May-00
MR MASIF	415166	ARDLER FOOD STORE	619 TURNBERRY AVENUE	DUNDEE	ANGUS	DD2 3YX	BACS 26-May-00
MR MOHAMMED RAMZEN	415642	HAYOCKS STORE	132 HAYOCKS ROAD	STEVENSTON	AYRSHIRE	KA20 4DR	BACS 09-May-00
SHAMAILA ALI	415647	FAGS AND MAGS	318 DUMBARTON ROAD	GLASGOW	LANARKSHIRE	G11 6TF	BACS 03-May-00
CULLODEN F/STN LTD	415575	ICULLODEN F/STN	BARN CHURCH ROAD	INVERNESS	INVERNESS	SHV1 2NL	BACS 26-May-00
MR J CHRISTIE	415596	ID GALLI & SONS	GLENCARIN TERRACE	HELENSBURGH	DUNBARTONS	G84 0AX	BACS 23-May-00
MR R GALLI	415698	NEWSAGENT & MINI MARKET	71-73 EAST MAIN STREET	BATHGATE	WEST	EH47 0RF	BACS 02-Mar-00
W J BOYD & FAMILY					LOTHIAN	EH33 1HH	CHAPS 02-Mar-00
MR KIRANJIT SINGH	413324	THE PAPER RACK	122 HIGH STREET	TRANENT	EAST	EH4 6BU	BACS 01-Mar-00
ALDAYS - W & P RETAIL LTD	414575	ALDAYS BARNTON	187 WHITEHOUSE ROAD	EDINBURGH	MIDLOTHIAN	G20 7TA	BACS 16-Mar-00
MR D ADAM	414605	MARYHILL S/STN	900 MARYHILL ROAD	GLASGOW	LANARKSHIRE	G20 7TA	BACS 16-Mar-00
MR SHABAZ RAFIQUE	414930	NIDDRIE COMMUNITY SHOP	60 NIDDRIE HOUSE PARK	EDINBURGH	MIDLOTHIAN	EH16 4UN	BACS 28-Mar-00
MRS SHIRLEY MACKIE	415067	RIDDOSHS	22-24 SEAFIELD STREET	BANFF	AYRSHIRE	AB45 2OT	BACS 30-Mar-00
A D MUNROE	415159	A D MUNROE	EAST TARBERT	HARRIS	ISLE OF HARRIS	HS3 3DB	BACS 03-Mar-00
MR & MRS STRANG	414694	G & E STRANG CONVENIENCE STORE	4 LEDI DRIVE	GLASGOW	LANARKSHIRE	G61 4JJ	BACS 06-Jun-00
MR MOHAMMAD RAFI	414923	S & R NEWSAGENTS	65-67 HILLTOWN	DUNDEE	ANGUS	DD3 7AB	BACS 01-Jun-00
MR D BOYD	415481	BOYDS LICENSED GROCERS	43-45 MAIN STREET	NEWMLNS	AYRSHIRE	KA16 9DA	BACS 14-Jun-00
MR M JAVED	415654	JAMES NEWSAGENTS & GENERAL STO	64 NETHERHILL ROAD	PAISLEY	LANARKSHIRE	G32 7QW	BACS 15-Jun-00
MR A SINGH DEERHE	415886	CORNER SHOP	315 WELLSHOT ROAD	GLASGOW	MIDLOTHIAN	EH7 5SN	CHAPS 15-Jun-00
MR KHALID MEHMOOD	415893	K & B NEWSAGENT	14 CADZOW PLACE	EDINBURGH	ABERDEENSH	AB12 5AR	BACS 20-Mar-00
TM RETAIL	416038	MARTINS	8A ABBOTSWELL CRESCENT	ABERDEEN	ANGUS	DD9 6SS	BACS 06-Jun-00
MR M AKHTAR	414983	W C ROBERTSON	25 ST DAVID ST	IBRECHIN	ANGUS	DD2 4RU	BACS 06-Jun-00
A R GRAY	415972	MACE	78/86 DUNHOLM ROAD	DUNDEE	ANGUS	DD2 2HB	BACS 06-Jun-00
A R GRAY	415973	ESPOSITO	97 CHARLESTON DRIVE	DUNDEE	LANARKSHIRE	G42 0NT	CHAPS 19-Jun-00
MOHAMMED YOUSAF	415983	ESSO KINGSPARK	871 AIKENHEAD ROAD	GLASGOW	ABERDEENSH	AB42 2XE	BACS 08-Jun-00
TM RETAIL	416090	R.S MCCOLL	46 CLERKILL ROAD	PETERHEAD	AYRSHIRE	KA3 6LA	CHAPS 23-Jun-00
MRS J MASON	416012	JAN & ALYSON'S CORNER STORE	2 GROUGAR ROAD	KILMARNOCK	LANARKSHIRE	G67 1NG	BACS 28-Jun-00
TM RETAIL	416143	IR S MCCOLL	TEVIOT WALK	GLASGOW	ABERDEENSH	AB16 7SR	BACS 28-Jun-00
MS ANN DAVIE	416237	MARTANN'S	1 LINTMILL TERRACE	ABERDEEN	LANARKSHIRE	G20 7TA	BACS 07-Mar-00
LORRAINE LYNCH	416243	MARYHILL S/STN	1900 MARYHILL ROAD	GLASGOW	AYRSHIRE	KA20 4DR	
HENRY FITZSIMMONS	414750	HAYOCKS STORE	132 HAYOCKS ROAD	STEVENSTON			



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02822203

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A THE ASSIGNMENT (PURSUANT TO THE SECURITY AGREEMENT DATED 20 AND 22 DECEMBER 1994) DATED THE 4th JULY 2000 AND CREATED BY CAMELOT GROUP PLC FOR SECURING ALL SECURED OBLIGATIONS (AS DEFINED IN THE SECURITY TRUST DEED DATED 12 NOVEMBER 1994 AND MADE BETWEEN THE COMPANY AND THE TRUSTEE) TO BE PAID OR DISCHARGED BY THE COMPANY TO THE LAW DEBENTURE TRUST CORPORATION p.l.c. WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 13th JULY 2000.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 18th JULY 2000.

L.C.
gjr



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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