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COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

Pursuant to section 395 of the Companies Act 1985

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this margin

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

*insert full name
of company

To the Registrar of Companies

For official use

Company number



478794

Name of company

*Yates Brothers Wine Lodges plc

Date of creation of the charge

17 December 1997

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

Memorandum of Deposit

Amount secured by the mortgage or charge

All money, obligations and liabilities due and owing or incurred by the Principal to the chargee under or pursuant to or in connection with the Financing Documents or any of them, whether now or in the future, actual or contingent, as principal or surety and alone or jointly with any other person, including without limitation interest, fees, charges, expenses and commission ("Principal's Obligations").

In these particulars:

"Financing Documents" means the Facility Agreement dated 17 December 1997 and made between the Principal and the chargee and any variation amendment or extension thereof or supplement thereto from time to time in force and the Security Documents referred to therein;

"Principal" means Licensed Retail Properties Limited, a company registered in England and Wales under number 3417332;

"Securities" means the 510 ordinary shares of £1 each in the Principal.

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

Bayerische Hypotheken-und Wechsel-Bank Aktiengesellschaft
29 Gresham Street
London EC2V 7HN

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

Nicholson Graham & Jones
110 Cannon Street
London
EC4N 6AR

RAH/H558-4

Time critical reference

For official use
Mortgage Section

Post room



Short particulars of all the property mortgaged or charged

All dividends, interest and other moneys which may be received by the Company in respect of any of the Securities after the power of sale under the Memorandum of Deposit has arisen shall be held in trust for the chargee as further security for the Principal's Obligations and shall be paid to the chargee on demand, prior thereto such sums may be retained by the Company for its own account.

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write in
this margin

Please complete
legibly, preferably
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bold block
lettering

Particulars as to commission allowance or discount (note 3)

NIL

Signed Nicholson Graham and Jones

Date 19 December 1997

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

[†] 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.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 00478794

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A MEMORANDUM OF DEPOSIT DATED THE 17th DECEMBER 1997 AND CREATED BY YATES BROTHERS WINE LODGES PLC FOR SECURING ALL MONEY OBLIGATIONS AND LIABILITIES DUE AND OWING OR INCURRED BY LICENSED RETAIL PROPERTIES LIMITED TO BAYERISCHE HYPOTHEKEN-UND WECHSEL-BANK AKTIENGESSELLSCHAFT UNDER OR PURSUANT TO OR IN CONNECTION WITH THE FINANCING DOCUMENTS WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 22nd DECEMBER 1997.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 30th DECEMBER 1997.

A. Hamilton
- ALEX HAMILTON

for the Registrar of Companies



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

30/12
lost
[Signature]