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in black type, or
bold block lettering

*insert full name
of Company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

A/C - 004 00150

395

A fee of £13 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

03 MAY 2006
RECEIVED

00478794

Name of company

* Yates Group Limited

Date of creation of the charge

26 April 2006

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

Legal Charge Supplemental to a Debenture dated 20 May 2005 made between the Company (1) and
the Security Trustee (2)

Amount secured by the mortgage or charge

Please refer to Part 2 of the attached Continuation Sheet.

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

Dresdner Bank AG, London Branch, c/o Dresdner Kleinwort Wasserstein of PO Box 18075, Riverbank
House, 2 Swan Lane, London (the "Security Trustee")

Postcode EC4R 3UX

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

Slaughter and May (Ref: GPW/LJM)

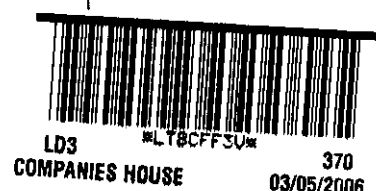
One Bunhill Row
London
EC1Y 8YY

PLEASE RETURN VIA
CH LONDON COUNTER

Time critical reference

For official Use (02/00)
Mortgage Section

Post room



*Please refer to Part 3 of the attached Continuation Sheet.

N.B. Please refer to Part 1 of the attached Continuation Sheet for definitions.

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

Particulars as to commission allowance or discount (note 3)

Nil

Signed

Shaughnessy and May

Date *2nd May 2006.*

On behalf of ~~XXXXXXXXXXXXXXXXXX~~ (chargee) †

*A fee is payable
to Companies
House in
respect of each
register entry
for a mortgage
or charge.
(See Note 5)*

Notes

† delete as
appropriate

- 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

Continuation Sheet to Form 395

PART 1

Definitions

In this form 395, so far as context admits, the following expressions have the following meanings:

"Debenture" means the Debenture dated 20 May 2005 between Laurel Pub Pikco Limited (1) Laurel Pub Bidco Limited (as the Parent) (2) Laurel Pub Bidco Limited, Laurel Pub Pikco Limited, Laurel High Street Estates Pubs Limited Laurel High Street Bars Limited, Sapphire Property Portfolios Limited, The Laurel Pub Company Limited, Yates Bidco Limited, the Company, Yates's Wine Lodges Limited, Yates Brothers Limited and Ha! Ha! Bar & Canteen Limited (the Original Obligers) (3) Dresdner Bank AG, London Branch (the Security Trustee) (4).

"Facility Agreement" means the £241,103,944 senior term, revolving, guarantee and second lien facility agreement dated on 20 May 2005 as amended and restated by a supplemental agreement dated 23 June 2005 and made between the Laurel Pub Bidco Limited (as Borrower) (1) Kaupthing Bank hf and Dresdner Bank AG, London Branch (as Mandated Lead Arrangers) (2) with Dresdner Bank AG, London Branch (as Agent and Security Trustee) (3).

"Finance Document" bears the meaning given to it in the Facility Agreement and includes amongst other agreements the Facility Agreement.

"Charged Property" means the Property specified in Part 3 of this Continuation Sheet.

"Secured Liabilities" means all present and future obligations and liabilities of the Obligor (whether actual or contingent and whether owed jointly or severally or in any other capacity whatever) which are, or are expressed to be, or may become, due, owing or payable to the Security Trustee (whether for its own account or as agent or trustee for the Secured Parties) or to any of the other Secured Parties under or in connection with any of the Finance Documents, together with all costs, charges and expenses incurred by the Security Trustee or any other Finance Party which are, or are expressed to be, or may become due, owing or payable by any Obligor under or in connection with any Finance Document, except for any obligations or liabilities which, if they did constitute part of the Secured Liabilities, would result in the Debenture (or any part thereof) contravening section 151 of the Companies Act 1985.

"Security Trustee" means the person from time to time appointed and holding office as such pursuant to the Intercreditor Agreement, being, at the date of the Supplemental Debenture, Dresdner Bank AG, London Branch.

PART 2

Amount Secured by the Mortgage or Charge

All present and future obligations and liabilities of the Obligor (whether actual or contingent and whether owed jointly or severally or in any other capacity, ~~whatever~~) which are, or are expressed to be, or may become, due owing or payable to the Security Trustee (whether for its own account or as agent or trustee for the Secured Parties) or to any of the other Secured Parties under or in connection with any of the Finance Documents, together with all costs, charges and expenses incurred by the Security Trustee or any other Finance Party which are, or are expressed to be, or may become due, owing or payable by any Obligor under or in connection with any Finance Document, except for any obligations or liabilities which, if they did constitute part of the Secured Liabilities, would result in the Debenture (or any part thereof) contravening section 151 of the Companies Act 1985 (the "**Secured Liabilities**").

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PART 3

Short Particulars of all property mortgaged or charged

Property	Address	Title number if registered.
Brighton	2-3 Pavilion Buildings	ESX235090
Carlisle	English Street	CU127453
Chester	15-23 Frodsham Street	CH355948
Plymouth	28 Royal Parade / 219 New George Street	DN412396
Scarborough	St Nicholas Street	NYK175113
Shrewsbury	58-59 The Mardol	SL139102
Southampton	113-117 Above Bar Street	HP556494
Watford	107-115 North Parade High Street	HD330581 & HD344860
Sheffield	St Paul's Chambers, St Paul's Parade	SYK459854 & SYK462330
Wakefield	19 Little West Gate	WYK607117

For DBS
672

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 LEGAL CHARGE DATED THE 26th APRIL 2006 AND CREATED BY YATES GROUP LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE OBLIGOR TO DRESDNER BANK AG LONDON BRANCH (THE SECURITY TRUSTEE) OR TO ANY OF THE OTHER SECURED PARTIES 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 3rd MAY 2006.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 8th MAY 2006.



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES