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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 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

[] [] [] [] [] [] [] [] [] []

996804

Name of company

* Priory Leisure Limited

Date of creation of the charge

14th November, 2000

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

A tenth supplemental trust deed dated 14th November, 2000 (the "Tenth Supplemental Trust Deed") and made between the parties listed on Continuation sheet No. 1.

Amount secured by the mortgage or charge

Ten million pounds (£10,000,000) 11 3/4 per cent. Debenture Stock 2010 and interest thereon and twenty-five million pounds (£25,000,000) 9 7/8 per cent. Debenture Stock 2015 and interest thereon and all moneys intended to be secured by this above-mentioned Tenth Supplemental Trust Deed.

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

The Prudential Assurance Company Limited, 142 Holborn Bars, London

Postcode EC1N 2NH

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

Slaughter and May
35 Basinghall Street
London
EC2V 5DB

Ref: DRJ/JLO/JMCE

Time critical reference

For official Use
Mortgage Section

Post room



LD2
COMPANIES HOUSE

0002
14/11/00

£10 PAID LONDON
SR 2816

FEE
£10
COM
395

Short particulars of all the property mortgaged or charged

Pursuant to clause 3 of the Tenth Supplemental Trust Deed, each of CCH, BPL, BPH, St Pierre, Meon, Forest and Priory, as beneficial owner, charges by way of first floating charge in favour of the Trustees its undertaking and all its property and assets whatsoever and wheresoever situated, present and future, including any uncalled capital as security for the payment to the Trustees of the moneys payable under its Guarantee given pursuant to clause 2 of the Tenth Supplemental Trust Deed. Notwithstanding the floating charge created pursuant to clause 3 of the Tenth Supplemental Trust Deed, the Trustees shall permit Priory (subject as otherwise provided by these presents and until the security constituted by these presents shall become enforceable and the Trustees shall have determined or become bound to enforce the same) to hold, enjoy and deal with that part of the mortgaged premises belonging to it and to receive and apply as it thinks fit all income arising therefrom and to carry on therein and therewith any of the businesses authorised by its Memorandum of Association and to retain possession of all deeds and other documents constituting, certifying or representing title to that part of the mortgaged premises belonging to it.

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Particulars as to commission allowance or discount (note 3)

Signed

Slaughter and May

Date 14 NOVEMBER 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 CF14 3UZ

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Particulars of a mortgage or charge (continued)

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

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Company Number

996804

Name of Company

Priory Leisure

Limited*

* delete if
inappropriate

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

The Tenth Supplementary Trust Deed was entered into between:

1. Swallow Group plc (the "Company");
2. Country Club Hotels Limited ("CCH");
3. Breadsall Priory Limited ("BPL");
4. Broughton Park Hotel Limited ("BPH");
5. St Pierre Golf and Country Club Limited ("St Pierre");
6. Meon Valley Golf and Country Club Limited ("Meon");
7. Forest of Arden Golf & Country Club Limited ("Forest");
8. Priory Leisure Limited ("Priory"); and
9. The Prudential Assurance Company Limited (the "Trustees").

For these purposes the following terms bear the following meanings:

"Guarantee" means the guarantee of the payment of any principal moneys or interest payable by the Company in respect of the Stock or any part thereof or any other moneys intended to be payable or repayable pursuant to the provisions of a supplemental trust deed dated 17th February, 1983 (the "Sixth Supplemental Trust Deed") and made between the Company and the Trustees and a supplemental trust deed dated 30th April, 1987 (the "Seventh Supplemental Trust Deed") and made between the Company and the Trustees; and

"Stock" means (a) the £10,000,000 11 3/4 per cent. Debenture Stock 2010 of the Company constituted and secured by the Sixth Supplemental Trust Deed together with a trust deed dated 13th June, 1952 and made between the Company and the Trustees, and (b) the £25,000,000 9 7/8 per cent. Debenture Stock 2015 of the Company constituted and secured by the Seventh Supplemental Trust Deed together with the Sixth Supplemental Trust Deed.

Amount due or owing on the mortgage or charge (continued)

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CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 00996804

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A THE TENTH SUPPLEMENTAL TRUST DEED BETWEEN THE (1) COMPANY (2) SWALLOW GROUP PLC (3) COUNTRY CLUB HOTELS LIMITED (4) BREADSALL PRIORY HOTELS LIMITED (5) BROUGHTON PARK HOTEL LIMITED (6) MEON VALLEY GOLF AND COUNTRY CLUB LIMITED (7) FOREST OF ARDEN GOLF & COUNTRY CLUB LIMITED (8) ST PIERRE GOLF AND COUNTRY CLUB LIMITED AND (9) THE CHARGE DATED THE 14th NOVEMBER 2000 AND CREATED BY PRIORY LEISURE LIMITED FOR SECURING £10,000,000 11 3/4% DEBENTURE STOCK 2010 AND INTEREST THEREON AND £25,000,000 9 7/8% DEBENTURE STOCK AND INTEREST THEREON AND ALL MONEYS INTENDED TO BE SECURED BY THIS TENTH SUPPLEMENTAL TRUST DEED WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 14th NOVEMBER 2000.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 20th NOVEMBER 2000.

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THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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