

Particulars of a mortgage or charge**395**

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

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

Name of company

* Apollo Leisure (UK) Limited

* insert full name of company

Date of creation of the charge

16th day of June 19 95

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

Legal Charge of Licensed Premises

Amount secured by the mortgage or charge

All the Company's liabilities to The Royal Bank of Scotland plc (the 'Bank') of any kind (whether present or future actual or contingent and whether incurred alone or jointly with another) including banking charges, commission, interest, costs and expenses.

69a.

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

The Royal Bank of Scotland plc

36 St Andrew Square

Edinburgh

Postcode

EH2 2YB

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

Cobbett Leak Almond

Ship Canal House

King Street

Manchester

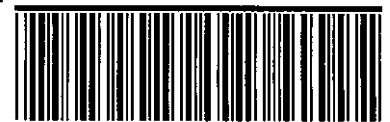
M2 4WB

REF: EAK

For official Use
Mortgage Section

Post room

~~The Royal Bank of Scotland plc~~
~~Securities Section~~
~~(England and Wales)~~
~~Centurion House 129 Deansgate~~
~~Manchester M3 3WR~~



A13 *A1489CNV* 505
 COMPANIES HOUSE 29/06/95

Time critical reference

Short particulars of all the property mortgaged or charged

Please do not
write in
this margin

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

1 By way of legal mortgage:- The freehold property known as the Palace Theatre and Restaurant Oxford Street and the leasehold property known part of Bridgewater House Whitworth Street being the whole of the property in Land Registry Title Number LA105579 and GM569865

2 By way of fixed charge:-

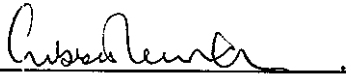
- 2.1 The benefit of all covenants and rights affecting or concerning the property described above.
- 2.2 The plant, machinery and fixtures and fittings, furniture, equipment, implements and utensils of the Company now and in the future at the property described above.
- 2.3 The present and future goodwill of any business of a licensed publican, hotelier or restaurateur carried on at the property described above.
- 2.4 The benefit of all justices, excise or other licences or registration certificates held from time to time in connection with the business carried on at the property described above and the right to recover and receive any compensation payable at any time on account of the non-renewal of any such licences.

Note:- The legal charge contains covenants by the Company with the Bank not without the Bank's prior written consent to create or permit to arise any mortgage, charge or lien on the charged property nor to dispose of the charged property.

Particulars as to commission allowance or discount (note 3)

For The Royal Bank of Scotland plc

Signed



Date 22.6.1995

Duly Authorised Official

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 situated 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. 01444368

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE OF LICENSED PREMISES DATED THE 16th JUNE 1995 AND CREATED BY APOLLO LEISURE (U.K.) LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE ROYAL BANK OF SCOTLAND plc ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 29th JUNE 1995.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 30th JUNE 1995.

W. Grandon
W. GRANDON

for the Registrar of Companies



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

HC026B

POST
SC
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