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*insert full name
of company

COMPANIES FORM No. 395

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



2060782

Name of company

* LANGDALE LEISURE LIMITED

Date of creation of the charge

16TH MAY 1996

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

GUARANTEE AND DEBENTURE

Amount secured by the mortgage or charge

THE PRINCIPAL AMOUNT OF £2,000,000 DUE TO BARCLAYS BANK PLC (THE "MORTGAGEE") PURSUANT TO A LOAN AGREEMENT DATED 30TH MARCH 1996 (THE "LOAN AGREEMENT") MADE BETWEEN (1) THE MORTGAGEE AND (2) LANGDALE OWNERS PLC, TOGETHER WITH INTEREST THEREON AND ALL OTHER AMOUNTS WHATSOEVER DUE OR TO BECOME DUE TO THE MORTGAGEE PURSUANT TO THE LOAN AGREEMENT

(see fax attached)

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

BARCLAYS BANK PLC
LIVERPOOL CITY BUSINESS CENTRE
PO BOX 107, 4 WATER STREET,
LIVERPOOL L69 2DU

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

Alsop Wilkinson
India Buildings
Liverpool
L2 0NH

MJP/RC/AN/PMC

Time critical reference

For official use
Mortgage Section

Post room



THE COMPANY WITH FULL TITLE GUARANTEE AND AS BENEFICIAL OWNER CHARGES:

1. BY WAY OF LEGAL MORTGAGE ALL THE FREEHOLD AND LEASEHOLD PROPERTY OF THE COMPANY THE TITLE TO WHICH IS REGISTERED AT HM LAND REGISTRY AND WHICH IS DESCRIBED ON THE SCHEDULE ATTACHED HERETO, TOGETHER WITH ALL BUILDINGS FIXTURES (INCLUDING TRADE FIXTURES) AND FIXED PLANT AND MACHINERY FROM TIME TO TIME THEREON.

2. BY WAY OF LEGAL MORTGAGE ALL OTHER FREEHOLD AND LEASEHOLD PROPERTY OF THE COMPANY NOW VESTED IN IT (WHETHER OR NOT REGISTERED AT HM LAND REGISTRY), TOGETHER WITH ALL BUILDINGS FIXTURES (INCLUDING TRADE FIXTURES) AND FIXED PLANT AND MACHINERY FROM TIME TO TIME THEREON.

3. BY WAY OF FIRST FIXED CHARGE ALL FUTURE FREEHOLD AND LEASEHOLD PROPERTY OF THE COMPANY, TOGETHER WITH ALL BUILDINGS FIXTURES (INCLUDING TRADE FIXTURES) AND FIXED PLANT AND MACHINERY FROM TIME TO TIME THEREON AND ALL THE GOODWILL AND UNCALLED CAPITAL FOR THE TIME BEING OF THE COMPANY.

4. BY WAY OF FIRST FIXED CHARGE ALL BOOK DEBTS AND OTHER DEBTS NOW AND FROM TIME TO TIME DUE OR OWING TO THE COMPANY

(CONTINUED)

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Particulars as to commission allowance or discount (note 3)

NIL

Signed

Alison Wilkinson

Date

21st May 1996

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.

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Particulars of a mortgage or charge (continued)

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

CHA 116

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Company Number

2060782

Name of Company

LANGDALE LEISURE LIMITED

Limited*

* delete if
inappropriate

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

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

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Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)

Please complete
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5. BY WAY OF FIRST FLOATING CHARGE ALL OTHER UNDERTAKING AND ASSETS OF THE COMPANY WHATSOEVER AND WHERESOEVER BOTH PRESENT AND FUTURE BUT SO THAT THE COMPANY IS NOT TO BE AT LIBERTY TO CREATE ANY MORTGAGE OR CHARGE UPON AND SO THAT NO LIEN SHALL IN ANY CASE OR IN ANY MANNER ARISE ON OR AFFECT ANY PART OF THE SAID PREMISES EITHER IN PRIORITY TO OR PARI PASSU WITH THE CHARGE HEREBY CREATED AND FURTHER THAT THE COMPANY SHALL HAVE NO POWER WITHOUT THE CONSENT OF THE MORTGAGEE TO PART WITH OR DISPOSE OF ANY PART OF SUCH PREMISES EXCEPT BY WAY OF SALE IN THE ORDINARY COURSE OF BUSINESS

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SCHEDULE OF FREEHOLD PROPERTY

	<u>Address</u>	<u>Title No.</u>	<u>County</u>
1.	Beech Tree Corner Elterwater Ambleside	CU67834	Cumbria
2.	Brackens Elterwater Ambleside	CU67835	Cumbria
3.	The Langdale Estate Elterwater Great Langdale South Lakeland	CU67837 (part)	Cumbria
4.	The Heading Mill Elterwater Ambleside	CU46093	Cumbria
5.	Elterwater Hall Elterwater Great Langdale South Lakeland	CU67837 (part)	Cumbria
6.	Wainwrights Inn Thrang Ambleside	CU67833	Cumbria
7.	Land at Brown Howe Blawith Coniston South Lakeland	CU67832	Cumbria

ALSOP WILKINSON**CORPORATE DEPARTMENT****INDIA BUILDINGS LIVERPOOL L2 ONH****Tel 0151-227 3060 Fax 0151-236 9208 Telax 627369****FACSIMILE TRANSMISSION**

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TO : Philip Davis of Companies House
FAX NO : 01222 380827
REF : Langdale Leisure Limited and Langdale Owners Plc
FROM : Richard Capper (REF: MJP/RC/PMC) (File No.)
DATE : 24th May 1996
PAGES : 1 (including this page) Hard Copy to Follow: NO
If this message is not received correctly please telephone

Dear Mr Davis

I refer to my recent telephone conversation with your assistant and confirm as follows:-

1. The amount secured section in the M395 in respect of a Legal Charge executed by Langdale Owners Plc should refer to "all monies and liabilities whatsoever due from the Company to Barclays Bank Plc on any account whatsoever".
2. The amount secured sections of the Forms M395 in respect of the Guarantee and Debenture executed by each of Langdale Leisure Limited and Langdale Owners Plc should read as follows: "all monies and liabilities whatsoever due from Langdale Leisure Limited or Langdale Owners Plc to Barclays Bank Plc on any account whatsoever".

Please accept this fax as this firm's authority to amend the Forms M395 why manuscript. I look forward to receiving the certificates of registration charge in due course.

If you have any further questions in respect of the documentation sent to you, please do not hesitate to contact me.

Yours sincerely



RICHARD CAPPER

F-1790.RC

This firm is regulated by the Law Society in the conduct of investment business.
A list of the partners' names is available for inspection at the above address.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02060782

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A GUARANTEE AND DEBENTURE DATED THE 16th MAY 1996 AND CREATED BY LANGDALE LEISURE LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY AND/OR LANGDALE OWNERS PLC TO BARCLAYS BANK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 22nd MAY 1996.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 28th MAY 1996.

PHIL DAVIES

for the Registrar of Companies



COMPANIES HOUSE

Post
28-5-96