

COMPANIES FORM No. 395

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies

For official use

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Company number

2588480

Name of company

THE DEVONSHIRE PUB COMPANY LIMITED ("THE COMPANY")

Date of creation of the charge

6 DECEMBER 1996

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

LEGAL CHARGE DATED 6 DECEMBER 1996 MADE BETWEEN THE COMPANY (1) AND NATIONAL WESTMINSTER BANK PLC (2) ("THE BANK") ("THE LEGAL CHARGE")

Amount secured by the mortgage or charge

SEE ATTACHED SCHEDULE

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

NATIONAL WESTMINSTER BANK PLC OF 41 LOTHBURY LONDON EC2P 2BP

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

Walker Morris
Kings Court
12 King Street
LEEDS
(Ref: KXP)

Time critical reference

For official use
Mortgage Section

Post room



Short particulars of all the property mortgaged or charged

SEE ATTACHED SCHEDULE

Particulars as to commission allowance or discount

NIL

Signed

Walter Morris

Date

13 December

1996

On behalf of mortgagee

Schedule to Form 395

**National Westminster Bank PLC and The
Devonshire Pub Company Limited -
The Fox Inn Brotherton Selby North Yorkshire**

Amount secured by the mortgage or charge

All moneys obligations and liabilities now or hereafter due, owing or incurred to the Bank by the Company under or pursuant to the Mezzanine Facility Agreement dated 18 July 1996 made between the Company (1) The Devonshire Leisure Group Limited (2) and the Bank (3) pursuant to which the Bank agreed to make available to the Company banking facilities of up to £3,000,000 and/or the Composite Guarantee and Debenture dated 18 July 1996 made between the Company (1) The Devonshire Leisure Group Limited (2) and the Bank (3) when the same become due for payment or discharge whether by acceleration or otherwise, and whether such moneys, obligations or liabilities are express or implied; present, future or contingent; joint or several; incurred as principal or surety; originally owing to the Bank or purchased or otherwise acquired by it; denominated in sterling or in any other currency; or incurred on any banking account or in any other manner whatsoever, including without limitation all liabilities under or in connection with foreign exchange transactions, interest rate swaps and other arrangements entered into for the purpose of limiting exposure to fluctuations in interest or exchange rates; all liabilities arising from the issue, acceptance, endorsement confirmation or discount of any negotiable or non-negotiable instruments, documentary or other credits, bonds, guarantees, indemnities or other instruments of any kind; and interest (both before and after judgment) to date of payment at such rates and upon such terms as may from time to time be agreed, commission, fees and other charges and all legal and other costs, charges and expenses on a full and unqualified indemnity basis which may be incurred by the Bank in relation to any such moneys, obligations or liabilities or generally in respect of the Company.

Short particulars of all the property mortgaged or charged

1. By way of Legal Mortgage the freehold property known as The Fox Inn Brotherton Selby North Yorkshire comprised in title number NYK 166011 ("the Property").

2. By way of fixed charge all plant and machinery and other chattels now or hereafter attached to the Property.
3. By way of floating charge all unattached plant machinery and other chattels now or from time to time on or in or used in connection with the Property.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02588480

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 6th DECEMBER 1996 AND CREATED BY THE DEVONSHIRE PUB COMPANY LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO NATIONAL WESTMINSTER BANK PLC PURSUANT TO THE MEZZANINE FACILITY AGREEMENT DATED 18 JULY 1996 AND/OR THE COMPOSITE GUARANTEE AND DEBENTURE DATED 18 JULY 1996 AND ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 13th DECEMBER 1996.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 17th DECEMBER 1996.

W. Grandon
W. GRANDON

for the Registrar of Companies

PSM
17.12



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

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