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COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

Pursuant to section 395 of the Companies Act 1985

CHA 116

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

* insert full name
of company

To the Registrar of Companies

For official use

Company number

11218

2588480

Name of company

* THE DEVONSHIRE PUB COMPANY LIMITED ("THE COMPANY")

Date of creation of the charge

19 JANUARY 1998

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

2 LEGAL CHARGE DATED 19 JANUARY 1998 MADE BETWEEN THE COMPANY (1) AND AND
ABN AMRO CAPITAL HOLDINGS B.V. (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

ABN AMRO CAPITAL HOLDINGS B.V. C/O ABN AMRO CAUSEWAY
MEZZANINE LTD 7 HANOVER SQUARE LONDON W1R 9HE

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

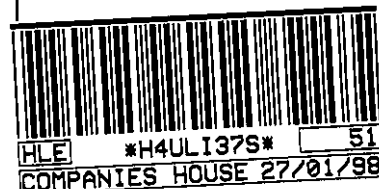
Walker Morris
Kings Court
12 King Street
LEEDS
LS1 2HL

REF: JMP/LQD

Time critical reference

For official use
Mortgage Section

Post room



SEE ATTACHED SCHEDULE

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legibly, preferably
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bold block
lettering

Particulars as to commission allowance or discount (note 3)

NIL

Signed

Walter Morris ✓

Date

26th January 1998

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.

SCHEDULE TO FORM 395

ABN AMRO CAPITAL HOLDINGS B.V. AND THE DEVONSHIRE PUB COMPANY LIMITED - THE NEW MUSEUM, 104 HENSHAW STREET, OLDHAM, GREATER MANCHESTER

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, the Parent and the Bank pursuant to which the Bank agreed to make available to the Company banking facilities of up to £3,000,000 (the "Facility Agreement") and/or the Debenture 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 PARTICULAR OF ALL THE PROPERTY MORTGAGED OR CHARGED

1. By way of Legal Mortgage the leasehold property known as The New Museum, 104 Henshaw Street, Oldham, Greater Manchester registered at H M Land Registry with title absolute under title number: LA279240..
2. By way of fixed charge or plant and machinery and other chattels now or hereafter attached to the property referred to in 1 above.
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 referred to at 1 above.

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 19th JANUARY 1998 AND CREATED BY THE DEVONSHIRE PUB COMPANY LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO ABN AMRO CAPITAL HOLDINGS B.V. ON ANY ACCOUNT WHATSOEVER UNDER OR PURSUANT TO THE MEZZANINE FACILITY AGREEMENT DATED 18 JULY 1996 MADE BETWEEN THE COMPANY THE PARENT AND THE BANK PURSUANT TO WHICH THE BANK AGREED TO MAKE AVAILABLE TO THE COMPANY BANKING FACILITIES OF UP TO £3,000,000 WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 27th JANUARY 1998.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 30th JANUARY 1998.

A handwritten signature in cursive script, appearing to read 'D Phillips'.

D. PHILLIPS

for the Registrar of Companies

Handwritten initials 'DX' and a signature are visible on the left side of the page.

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

