

Particulars of a mortgage or charge**395**

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies
(Address overleaf - Note 5)

For official use

Company number

2854 1 1

2850597

Name of company

* MERCURY TAVERNS PLC ("THE MORTGAGOR")

Date of creation of the charge

30th November 1995

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

LEGAL CHARGE

Amount secured by the mortgage or charge

All moneys and liabilities which shall for the time being (and whether on or at any time after any demand pursuant to an omnibus guarantee and set off Agreement made between the Mortgagor (1) and the Governor and the Company of the Bank of Scotland ("the Bank") (2) dated 30th November 1995) be due and payable in whatsoever manner to the Trustee or the Agent as such terms are respectively defined in the Legal Charge and a facilities agreement dated 17th November 1995 and made between Mercury Taverns PLC (1) Mercury Management (UK) Limited (2), Mercury Management (Scotland) Limited (3) and the Bank (4) ("the Facilities Agreement")

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

THE GOVERNOR AND THE COMPANY OF THE BANK OF SCOTLAND, THE MOUND, EDINBURGH

(Registered Office) as trustee for the Agent and the Banks and the Overdraft

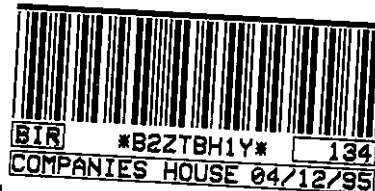
Bank and the Swap Counterparties (each

Postcode

as defined in the Facilities Agreement)

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

EVERSHEDS
10 NEWHALL STREET
BIRMINGHAM
B3 3LX
(Tel: 0121 233 2001)
(Ref: C/CBZ/143)

For official Use
Mortgage Section

Time critical reference

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

THE VILLAGE ARMS, CLEMENTS ROAD, YARDLEY,
WEST MIDLANDS

TITLE NO : WK135141

Particulars as to commission allowance or discount (note 3)

NIL

Signed

Evesheds

Date

4th December 1995

On behalf of (company) mortgagee/chargee†

† delete as
appropriate

Notes

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.

A description of the instrument, eg. "Trust Deed", "Debenture", "Mortgage" or "Legal charge", etc, as the case may be, should be given.

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.

If any of the spaces in this form provide insufficient space the particulars must be entered on the prescribed continuation sheet.

The address of the Registrar of Companies is:-

Companies House, Crown Way, Cardiff CF4 3UZ

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02850597

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 30th NOVEMBER 1995 AND CREATED BY MERCURY TAVERNS PLC FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE GOVERNOR AND THE COMPANY OF THE BANK OF SCOTLAND AS TRUSTEE FOR THE AGENT AND THE BANKS AND THE OVERDRAFT BANK AND THE SWAP COUNTERPARTIES (EACH AS DEFINED IN THE FACILITIES AGREEMENT) ON ANY ACCOUNT WHATSOEVER PURSUANT TO AN OMNIBUS GUARANTEE AND SET-OFF AGREEMENT DATED 30TH NOVEMBER 1995 AS DEFINED IN THE LEGAL CHARGE AND A FACILITIES AGREEMENT DATED 17TH NOVEMBER 1995 WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 4th DECEMBER 1995.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 8th DECEMBER 1995.

A handwritten signature in dark ink, reading "R. N. Owens".

RICHARD NEIL OWENS
for the Registrar of Companies



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

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