



COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

Please do not
write in
this margin

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number

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

2751

2850597

Name of company

* MERCURY TAVERNS PLC ("the Company")

* insert full name
of company

Date of creation of the charge

26th April 1996

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

Debenture

Amount secured by the mortgage or charge

All present and future obligations and liabilities (whether actual contingent and whether owed jointly or severally or in any other capacity whatsoever) of the Company to any Secured Party and/or of the Swap Counterparty under this Debenture, except for any obligation which, if it were so included, would result in this Debenture constituting unlawful financial assistance for the purposes of Section 151 and 152 of the Companies Act 1985, as such terms are respectively defined in the Facility 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 Company of the Bank of Scotland whose head office is at the Mound, Edinburgh (Registered Office) as trustee for the Agent and the Bank and the Overdraft Bank and the Swap Counterparties (each as defined (continued on separate sheet))

EHL 1V2

Presentor's name address and
reference (if any):EVERSHEDS
10 NEWHALL STREET
BIRMINGHAM
B3 3LX

For official Use

Mortgage Section

Post room

A30 *ANNUALFO* 599
COMPANIES HOUSE 10/05/96

REF: PAS/VST

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

(A)	By way of first legal mortgage each of the following properties:-
(1)	Crown Inn, Pyle, Mid Glamorgan
(2)	The Greenfield Hotel, William Street, Ystrad, Rhondda
(3)	The Iron Horse, Merthyr Tydfil, Mid Glamorgan
(4)	The Masons Arms, Kenfig Hill, Bridgend, Mid Glamorgan
(5)	The New Inn, Mardy, Abergavenny, Gwent
(6)	The Park View Hotel and 16 Garth Street, Merthyr Tydfil
(7)	Pencelli Hotel, Treorchy, Mid Glamorgan
(.../continued on separate sheet)	

Particulars as to commission allowance or discount (note 3)

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Signed	<i>Everheds</i>	Date	<i>9.5.96</i>
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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.
 - 5 The address of the Registrar of Companies is:-
Companies House, Crown Way, Cardiff CF4 3UZ

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

in the Facilities Agreement) acting through its branch at 124 Colmore Row, Birmingham, B3 3AU ("the Bank" - which term shall include any other person from time to time who is a successor trustee under this Debenture).

Short particulars of all the property mortgaged or charged (continued)

- (8) Wattstown Hotel, Wattstown, Rhondda, Mid Glamorgan
- (9) The Whistling Duck, Knightcott Road, Banwell
- (10) Ye Olde Express, High Street, Merthyr Tydfil
- (11) Cross Keys Inn, Cefn Hengoed, Mid Glamorgan
- (12) Duffryn Arms, Newport, Gwent
- (13) Dynevor Arms, The Square, Tirphil, Glamorgan
- (14) Lee Hotel, Penrhiwceiber, Mid Glamorgan
- (15) Llanrumney Hall Hotel, Ball Road, Llanrumney, Cardiff
- (16) The Oakdale Hotel, Pen-Rhiw Avenue, Mynyddiwlwyn, Iswyn, Gwent
- (17) The Open Hearth, Ringland, Newport
- (18) The Park Hotel, Waunlwyd, Ebbw Vale, Gwent
- (19) The Red Cow Hotel, Treorchy, Mid Glamorgan
- (20) Clancy's (formerly The Royal George Hotel) Cardiff
- (21) The South Star, Llanelli, Dyfed
- (22) The Tafarn Y Werin, Ebbw Vale
- (23) The Waun Wen Inn, Swansea, West Glamorgan
- (24) The Barbers Arms, Manchester Old Road, Middleton, Greater Manchester
- (25) The Barrow Arms, Cavendish Street, Barrow in Furness
- (26) The Bedford Hotel, 180 and 178 Bedford Road and 62 Lees Avenue, Birkenhead, Merseyside
- (27) The Bluebell Hotel, and 1,2,3,4,5 and 6 Liverpool Road, Huyton, Liverpool, Merseyside
- (28) The Bridge Inn, 35 Moss Lane, Altrincham
- (29) The Bridge Inn, Lower Broughton Road, Salford, Manchester
- (30) The Broadway Public House, Sandon Road, Meir, Stoke-on-Trent
- (31) The Commercial, 376 Huddersfield Road, Millbrook, Ashton-Under-Lyne
- (32) The Corporation Arms, Stockport Road, Ashton-Under-Lyne

- (33) The Derker Hotel, Vulcan Street, Oldham
- (34) The Fleece Inn, 213 Accrington Road, Burnley Lancashire
- (35) The Friars Hotel, Friars Lane, Barrow in Furness
- (36) The Glass Barrell, Dudley Street, St. Helens
- (37) The Grapes Hotel, West Derby Road, Liverpool
- (38) The Gredington Arms, Cross Street, Holt, Wrexham
- (39) The Griffin Inn, Great Moor Street, Bolton, Greater Manchester
- (40) The Griffin, Burnley, Lancashire
- (41) The Hare & Hounds, Connah's Quay, Deeside, Clwyd
- (42) The Hesketh Arms Hotel, Abergele, Clwyd
- (43) The Jolly Sailor, Sunderland Road, Macclesfield, Cheshire
- (44) The Kettledrum Public House, Heywood Way, Salford
- (45) Kydds, Church Street, Frodsham, Cheshire
- (46) The Lowther Arms, James Street Whitehaven, Cumbria
- (47) Old Boars Head, 46 Heap Bridge, Bury New Road, Greater Manchester
- (48) The Palatine Hotel, Morecambe, Lancashire
- (49) The Phythian Hotel, 74 & 76 Farnworth Street & 78 & 80 & 80A Farnworth Street, Liverpool
- (50) The Pikefold Public House, Plant Hill Road, Blackley, Manchester
- (51) Railway Hotel, 1 Preston Road, Leyland, Lancashire
- (52) The Railway Inn, 79 Wellington Road, Liverpool
- (53) Royal Oak Hotel, Sheffield Road, Glossop, Derbyshire
- (54) Royston Arms, Royston Street, Liverpool
- (55) Station Hotel, Hibson Road, Nelson, Lancashire
- (56) Union Exchange, Colne, Lancashire
- (57) The Wellington, Todmorden Road, Burnley, Lancashire
- (58) The Wheatsheaf Hotel, Hightown, Sandbach, Congleton
- (59) The Bell Inn, Lozells Road, Birmingham

- (60) The Cottage Spring, 73 Bridgnorth Road, Wollaston, Stourbridge
- (61) Darbys Public House, Wood Lane, West Bromwich
- (62) The Dolphin Public House, Goscote Lane, Walsall
- (63) The Engine, Bridget Street, Rugby, Warwickshire
- (64) Fish and Anchor Inn, Offenham, Evesham in the County of Worcester
- (65) The Fox Kings End, Bicester, Oxfordshire and 20 Kings End, Bicester together with the adjoining land
- (66) The Fusilier, Sydenham Drive, Sydenham Farm Estate, Leamington Spa, Warwickshire
- (67) The Garibaldi, Northampton
- (68) The Guineas Bridge, Bromford
- (69) Herberts Park Tavern, Darlaston
- (70) The Queens Head, Higham Ferrers
- (71) The Railway Inn, Pontesbury, Shropshire
- (72) The Sportsman, Bordesley
- (73) The Talbot, Pensnett, West Midlands
- (74) The Waggon and Horses, Nine Leasowes, Smethwick
- (75) The Beeches Public House, Northfield, Birmingham
- (76) The Board Inn, Vernons Lane, Nuneaton
- (77) The Brookvale, Slade Road, Erdington
- (78) The Bugle Horn, Wareham Road, Frankley
- (79) The Bulls Head, Park Road, Bloxwich
- (80) Deers Leap, Bellinge, Northampton
- (81) The Fountain Inn, Habberley Valley
- (82) The Fountain Inn, Wednesbury, West Midlands
- (83) The Globe Inn, Hednesford
- (84) The Golden Knight, Sapley Square, Huntington
- (85) Gosford Park Hotel, St. Georges Road, Coventry
- (86) The Green Man, Hall Green Road and 300-308 (even numbers only) Windmill Road, Coventry
- (87) The Humber Hotel, Humber Avenue, Coventry, West Midlands

- (88) King of Bohemia
- (89) The Lickey Banker, Bromsgrove, Hereford & Worcester
- (90) Lord Chamberlain (Murphys), Stephenson Street, Birmingham Shopping Centre, Birmingham, West Midlands
- (91) The Old Crown, Newbold on Avon, Warwickshire
- (92) The Rose and Crown Public House, Bell Green, Foleshill, Coventry
- (93) The Shire Oak, Chester Road, Brownhills, Walsall Wood, West Midlands
- (94) The Smithfield Hotel, Hales Street, Coventry
- (95) The Sporting Parson, (Formerly known as The Cartland Arms), Parson's Hill, Kings Norton, Birmingham
- (96) The Temple Bar, Lower Temple Street, Birmingham
- (97) The Tradewinds Public House, Turnhouse Road, Castle Vale, Birmingham
- (98) The Two Hands Public House, Kitsland Road, Shard End, Birmingham
- (99) The Village Arms, Clements Road, Yardley, West Midlands
- (100) The Winnall Inn, Robin Hood Road, Willenhall, Coventry
- (101) The Brittannia Inn, Barrack Road, Northampton
- (102) The Royal Oak Public House, Lawford Road, New Bilton, Rugby
- (103) The Four Bells Public House, St. Athans, Nr. Barry, Glamorgan
- (104) The Bakers Arms, Queen Street, Kettering
- (105) The Rising Sun, Kidderminster Road, Bewdley, Wyre Forest, Hereford & Worcester
- (106) The Royal George, Hughes Road, Moxley, Walsall
- (107) Ground, First and Second Floors, 83 and 85 Bridge Street, Warrington known as Churchills
- (108) Fibber McGees, Corporation Street, Birmingham
- (109) The Glamorgan Hotel, 88 Argyle Street, Swansea
- (110) The Royal Oak, Llanwonno Road, Mountain Ash, Cynon Valley, Mid Glamorgan
- (111) 127/128 Lichfield Street, Walsall
- (112) The Rose & Crown, Derwent Street, Blackhill, Consett

- (113) The Hendon Grange Hotel, Ocean Road, Sunderland
- (114) The Billy Row Inn, Billy Row, Crook
- (115) The Smugglers, East Street, South Shields
- (116) The Bonnie Pit Lad, Easington Lane, Hetton Le Hole, Sunderland
- (117) The Commercial Hotel, Galgate, Barnard Castle
- (118) The Bute Arms, Hookergate Lane, High Spen
- (119) The Barley Mow Public House, East Street, Gateshead
- (120) The Queens Head Hotel, Monument Terrace, Birtley Lane, Birtley
- (121) The Top House, 63 Front Street, Wingate
- (122) The Cambridge, 88 Fulwell Road, Sunderland
- (123) The Watermill, Rectory Road East, Felling, Gateshead Tyne and Wear
- (124) The Dun Cow, 1 Church Street, Bishop Middleham, Sedgfield, Durham
- (125) The Bridge, Bridge Street East, Middlesbrough, Cleveland
- (126) The Beeswing, Sunderland Road, Felling, Gateshead
- (127) The Royal Oak Hotel, Manor Road, Medomsley, Consett Derwentshire, Durham
- (128) Land and Buildings on the North side of High Street, Coatham, (The Cleveland Hotel), Langbaugh-on-Tees, Cleveland
- (129) King George IV Inn, High Street, Eston, (The Bowlers), Middlesbrough, Cleveland
- (130) The Davy Lamp, Brickgarth, Easington Lane, Sunderland, Tyne and Wear
- (131) The Raven Public House, (The Magpie), Boxlaw, Beacon Lough Estate, Gateshead, Tyne and Wear
- (132) J.D.'S I AND II, West Precinct, Billingham, Cleveland

Scottish Properties

Brennan's Bar, 36 St John's Street, Perth

The Duddington Mill Inn, 189 Duddington Park South, Edinburgh

Saxon Inn Properties

289-291 Kentish Town Road, London, NW5 2JB

The Railway Arms, London Road North, Merstham, Surrey
The Old Blue Anchor, 133 Whitechapel Road, London, E1
Market Tavern, 201/3/5 Maple Road, Penge, Bromley
The Manor Tavern, 76 Galley Wall Road, Bermondsey, London, SE16
The Huntsman and Hounds, 70 Elsted Street, London, SE17 1QG
Castle Inn, 72 Eastbourne Road, Pevensey Bay, East Sussex
Disgracelands, 196 Essex Road, Islington, London, N1
The Lord Wolseley, 76 Upper Brockley Road, Lewisham, London, SE4
Burrell Arms, Brunswick Road, Shoreham-By-Sea, West Sussex
The Admiral Napier, 2 and 4 Elm Grove, Brighton, East Sussex
Liberties Bar, 100 Camden High Street, London, NW1 0LU

and all estates or interests in any freehold or leasehold property now belonging to the Company.

(B) By way of first fixed charge:-

- (i) All present and future estates or interests in any freehold or leasehold property belonging to the Company but excluding, for the avoidance of doubt and without prejudice to the generality of the foregoing, the leasehold property at Hurst Street, Birmingham.
- (ii) All plant and machinery now or in the future owned by the Company and its interest in any plant or machinery in its possession.
- (iii) The Company's interest in all the stocks, shares, debentures, bonds or other securities or interests therein and investments beneficially owned by the Company from time to time held now or in the future by the Company and/or any nominee on its behalf and all dividends and interest paid or payable in relation thereto and all shares, securities, rights, monies or property accruing or offered or properly accruing or offered at any time in relation thereto by way of redemption, substitution, exchange, bonus, option, preference or pursuant to option rights or otherwise accruing to such shares now or in the future (but so that none of the Banks or other chargees shall in any circumstances incur any liability whatsoever in respect of any calls, instalments or otherwise in connection with the rights related to the said shares.
- (iv) All monies from time to time standing to the credit of each of the Company's other present and future accounts with any person and the debts represented by them.

- (v) Benefits in respect of all contracts and policies of insurance of whatever nature which are from time to time taken out by or on behalf of the Company or (to the extent of its interest) in which the Company has an interest and all claims and returns of premiums in respect of them.
 - (vi) All of the Company's present and future book and other debts, the proceeds of the same and all other monies due and owing to the Company at any time in the future and the benefit of all rights, securities and guarantees of any nature enjoyed or held by it in relation to any of the foregoing.
 - (vii) All of the Company's rights and benefits under any distributorship or similar agreements entered into by it, any letters of credit issued in its favour and all bills of exchange and other negotiable instruments held by the Company.
 - (viii) Any beneficial interest, claim or entitlement of the Company in any pension fund.
 - (ix) The Company's present and future goodwill.
 - (x) The benefit of all licences, consents and authorisations (statutory or otherwise) held in connection with the Company's business or the use of any assets secured by this Debenture and the right to recover and receive all compensation which may be payable to the Company in respect of them.
 - (xi) The Company's present and future uncalled capital.
 - (xii) All the Company's present and future knowhow, patents, trademarks, service marks, designs, business names, topographical or similar rights, copyrights and other intellectual property, monopoly rights and any interest (including by way of licence) in any of the foregoing (in each case whether registered or not and including all applications for the same).
- (C) By way of first floating charge all the Company's undertaking and assets whatsoever and wheresoever both present and future.

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 DEBENTURE DATED THE 26th APRIL 1996 AND CREATED BY MERCURY TAVERNS PLC FOR SECURING ALL PRESENT AND FUTURE OBLIGATIONS AND LIABILITIES OF THE COMPANY TO THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND AS TRUSTEE FOR THE AGENT ES (AS DEFINED) PURSUANT TO THE TERMS OF A FACILITY AGREEMENT DATED 17/11/95 WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 10th MAY 1996.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 14th MAY 1996.

R.L. ADAMS

for the Registrar of Companies



COMPANIES HOUSE

203r
WM.
14/5