

Particulars of a mortgage or charge

395

Please do not
write in this
margin

Pursuant to section 395 of the Companies Act 1985

Please complete
legibly
preferably in
black type or
bold black
lettering

To the Registrar of Companies

For official
use

Company number



3004859

Name of company

*Insert full
name of Company

THE HERITAGE PUB COMPANY LIMITED

Date of creation of the charge

17TH FEBRUARY, 1997

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

DEBENTURE

Amount secured by the mortgage or charge

ALL MONIES NOW OR FROM TIME TO TIME OWING TO THE MORTGAGEE BY THE COMPANY WHETHER AS PRINCIPAL OR SURETY OR IN ANY WAY WHATSOEVER INCLUDING COSTS AND CHARGES AND EXPENSES INCURRED BY THE MORTGAGEE IN CONNECTION WITH OR INCIDENTAL TO THE ENFORCEMENT OF ITS RIGHTS AND POWERS UNDER THE CHARGE.

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

MANSFIELD BREWERY TRADING LIMITED WHOSE REGISTERED OFFICE IS AT

LITTLEWORTH, MANSFIELD, NOTTINGHAMSHIRE

POSTCODE

NG18 1AB

Shacklocks

St. Peter's House

Bridge Street, Mansfield

Ref: DWF

Time critical reference

For official use

Mortgage Section

Post Room



A02

ABZZATCY

563

COMPANIES HOUSE 19/02/97

Short particulars of all the property mortgaged or charged

1 FIRST FIXED CHARGE OVER THE DUKE OF DEVONSHIRE PUBLIC HOUSE, 71 BRIDGE STREET, BELPER, DERBYSHIRE.

2 FIRST FIXED CHARGE OVER ANY FREEHOLD AND LEASEHOLD PROPERTY OF THE COMPANY BOTH PRESENT AND FUTURE AND ALL FIXTURES (INCLUDING TRADE FIXTURES), FIXED PLANT AND MACHINERY FROM TIME TO TIME THEREON.

3 FIRST FIXED CHARGE OVER ALL FIXTURES INCLUDING TRADE FIXTURES, FIXED PLANT AND MACHINERY, VEHICLES UTENSILS, CHATTELS AND THINGS NOW BEING IN OR UPON OR ABOUT ANY LAND OR PREMISES BELONGING TO OR USED BY THE COMPANY.

4 FIRST FIXED CHARGE OVER THE GOODWILL AND THE UNCALLED CAPITAL OF THE COMPANY BOTH PRESENT AND FUTURE.

5 FIRST FIXED CHARGE OVER ALL STOCKS, SHARES AND OTHER INTEREST BOTH PRESENT AND FUTURE IN ANY COMPANY INCLUDING A COMPANY WHICH NOW OR HEREAFTER MAY BECOME A SUBSIDIARY OF THE COMPANY TOGETHER WITH THE FULL BENEFIT OF ALL STOCKS, SHARES AND THE SECURITIES WHICH OR THE CERTIFICATES OF WHICH ARE NOW OR MAY AT ANY TIME HEREAFTER BE LODGED WITH THE LENDER AND OWNED BY THE COMPANY; ALL RIGHTS IN RESPECT OF OR INCIDENTAL TO THE SECURITIES HEREIN MENTIONED; ALL STOCKS SHARES RIGHTS MONEY OR PROPERTY ACCRUING FROM TIME TO TIME BY WAY OF CONVERSION REDEMPTION BONUS PREFERENCE OPTION OR OTHERWISE IN RESPECT OF THE SECURITIES HEREIN MENTIONED.

6 ASSIGNMENT BY WAY OF SECURITY OVER ALL BOOK DEBTS AND OTHER DEBTS.

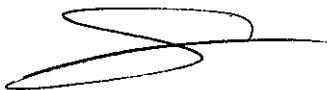
7 ASSIGNMENT BY WAY OF SECURITY OF ALL WORK IN PROGRESS AND ALL STOCK IN TRADE OF THE COMPANY.

8 FIRST FLOATING CHARGE OVER THE WHOLE OF THE UNDERTAKING AND ALL OTHER PROPERTY ASSETS AND RIGHTS OF THE COMPANY BOTH PRESENT AND FUTURE SUCH THAT THE COMPANY SHALL NOT WITHOUT THE CONSENT IN WRITING OF THE LENDER CREATE ANY MORTGAGE.

PLEASE DO
NOT WRITE IN
THIS MARGIN

Particulars as to commission allowance or discount (note 3)

Signed



Date 18TH FEBRUARY, 1997

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, e.g., "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.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03004859

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 17th FEBRUARY 1997 AND CREATED BY THE HERITAGE PUB COMPANY LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO MANSFIELD BREWERY TRADING LIMITED ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 19th FEBRUARY 1997.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 21st FEBRUARY 1997.

M. Cornelius

M. CORNELIUS

for the Registrar of Companies



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

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21.2