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in black type, or
bold block lettering

* insert full name
of Company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

A fee of £10 is payable to Companies House in respect
of each register entry for a mortgage or charge.

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies
(Address overleaf - Note 6)

For official use

Company number

[58] [] [] []

03004859

Name of company

* The Heritage Pub Company Limited

Date of creation of the charge

27th October 2000

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

Legal Charge

Amount secured by the mortgage or charge

All sums of money owned to and all liabilities or obligations to be
carried out to the Bank at any time and from time to time by the Company
whether :-

1. they arise before or after demand
 2. theyt are owed or to be carried our imidiately or only after a
stated event
 3. the Company owesor is to carry them out on its own or jointly with
any other party
 4. the Company owes or is to carry them out on its own account or as
guarantor
- together with interest, commission charges and others fees and expenses

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

The Governor and Company of the Bank of Scotland, Legal Searvices,
First Floor, Broad Street House, 55 Old Broad Street, London

Postcode EC2P 2HL

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

Dickinson Dees
St Ann's Wharf
112 Quayside
Newcastle upon Tyne
NE99 1SB

For official Use
Mortgage Section



Time critical reference

Short particulars of all the property mortgaged or charged

1. By way of Legal Mortgage the property referred to in the Schedule below (the Property")
2. By way of fixed charge all buildings and other structures and fixtures at the Property
3. By way of fixed charge any goodwill relating to the Property or any business carried on therefrom.
4. By way of fixed charge all plant, machinery and other items affixed to and forming part of the Property, present or future.
5. By way of Assignment all rents profits income fees and other sums at any time payable by any lessee, tenant or licensee of the Property excluding payments in respect of services.
6. By way of fixed charge the proceeds of any claim under any insurance policy relating to any assets charged by this Legal Charge.

See Attached Schedule

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Particulars as to commission allowance or discount (note 3)

Nil

Signed Dickinson Das

Date 2.11.2000

On behalf of [company] [mortgagee/chargee] †

**A fee of £10 is
payable to
Companies House
in respect of each
register entry for a
mortgage or
charge.
(See Note 5)**

† 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 situated 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 Cheques and Postal Orders are to be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is:-

Companies House, Crown Way, Cardiff CF14 3UZ

A "The Borrower" means The Heritage Pub Company Limited

B "Property" means the following property :-

The Royal Oak Villa Street Beeston Nottingham as the same is
registered at H M Land Registry under title number NT342565

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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 LEGAL CHARGE DATED THE 27th OCTOBER 2000 AND CREATED BY THE HERITAGE PUB COMPANY LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 4th NOVEMBER 2000.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 7th NOVEMBER 2000.

*DT
GR.*



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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