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COMPANIES FORM No. 395

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985



395

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



3054080

Name of company

* GRAINMARKET PROPERTIES LIMITED

Date of creation of the charge

15th June 1995

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

LEGAL CHARGE

Amount secured by the mortgage or charge

As a continuing security on all monies & liabilities due to Birmingham Midshires Building Society ("The Society") under the terms of the Legal Charge and also a charge by way of Floating Charge of all the property & Assets present and future of the Company as continuing security for the payment to the Society of all liabilities & also a Charge in favour of the Society for all the Goodwill of the Business carried on at the property Charged by the Legal Charge by way of additional security for the payment to the Society of liabilities & also under the terms of the Legal Charge the Company assigns to the Society the benefit of all licences authorisations & permits held in respect of the property charged by the Legal Charge for the Business including without limitation all licences for the sale of intoxicating liquor (if applicable) subject to the company as a member of the Society being bound by the rules of the Society from time to time.

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

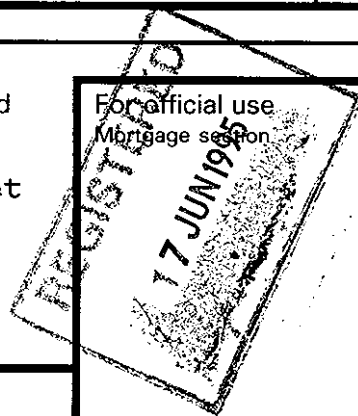
Birmingham Midshires Building Society, whose
Principal Office is situate 35/49 Lichfield
Street,
Wolverhampton

Postcode

WV1 1EL

Presentor's name, address and
reference (if any):
Rees Page
30/36 Lichfield Street
Wolverhampton
WV1 1DN (Ref;RS/MLB)

For official use
Mortgage section



Post room



A04 *AWY6HCBE* 442
COMPANIES HOUSE 17/06/95

Time critical reference

Short particulars of all the property mortgaged or charged

ALL THAT Freehold property known as ADDISON COURT, 15 HEATH ROAD, TWICHENHAM, MIDDLESEX which is registered with Absolute Title under Title number SGL 517183

A Fixed Charge over the Borrowers freehold and Leasehold property at present and future, goodwill book and other debts and floating charge over the borrowers Undertaking and assets and the benefit of all or any Licences held.

Please do not write in this margin

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

Particulars as to commission allowance or discount (note 3)

NIL

Signed

Date

16th June 1995

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.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03054080

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 16th JUNE 1995 AND CREATED BY GRAINMARKET PROPERTIES LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO BIRMINGHAM MIDSHIRES BUILDING SOCIETY ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 17th JUNE 1995.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 20th JUNE 1995.

M. IKRAM DAR.

for the Registrar of Companies



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

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gm