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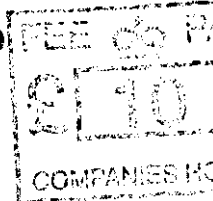
Please complete
legibly, preferably
in black type, or
bold block lettering

*insert full name
of company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985



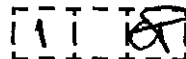
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NW 1/50 x 5.
076816

To the Registrar of Companies

For official use

Company number



3779729

Name of company

* Seiont Manor Hotel Limited

Date of creation of the charge

1 December, 1999

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

Mortgage Debenture

Amount secured by the mortgage or charge

All indebtedness, monies, obligations and liabilities whatsoever in whatever currency denominated whether actual or contingent, present or future, which may be now or after the date of creation due or owing or incurred by the Company, Buxted Park Hotel Limited, Cwrt Bleddyn Hotel Limited, Rhinefield House Hotel Limited and/or Hand Picked Hotels Limited to Julia Hands pursuant to secured loan stock with a nominal face value of £7,945,000 issued by Hand Picked Hotels Limited to Julia Hands pursuant to an Instrument constituting Non-Interest Bearing Secured Loan Stock 2000 dated 1st December, 1999 or under or in connection with the Mortgage Debenture whether on any current or other account and whether alone or jointly and whether as principal or surety and/or contained in any documents in any document given as security therefor.

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

Julia Hands,
89 Kippington Road,
Sevenoaks,
Kent TN13 2LW

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

Slaughter and May
35 Basinghall Street
London

For official use
Mortgage Section

Post room



Short particulars of all the property mortgaged or charged

See attached continuation sheet 1

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Particulars as to commission allowance or discount (note 3)

NIL

Signed Slaughter and May Date 9 December 1999

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.

- 1.1 By way of legal mortgage all of the freehold and leasehold property now vested in the Company including all buildings and fixtures now or in the future therein or thereon but excluding all land in Scotland and/or the proceeds of sale thereof.
- 1.2 By way of fixed equitable charge all estates or interests in any freehold and leasehold property (other than such property effectively mortgaged above) charged to the Company and the benefit of all other licences and other agreements relating to land to which the Company is a party or is entitled and all buildings, fixtures and fixed plant and machinery owned by the Company and any interest in or on any freehold or leasehold property which is charged or mortgaged under the Charge.
- 1.3 By way of fixed charge all book debts and other monetary debts and claims now and from time to time due to the Company and the benefit of all rights relating thereto including things in action which give rise or may give rise to a debt or debts and any insurance or assurance policies and all accounts of the Company with any bank or financial institution.
- 1.4 By way of fixed charge all stocks, shares or other securities legally or beneficially owned by the Company together with all bills of exchange, promissory notes, negotiable instruments, debentures, loan capital indebtedness or liabilities on any account or in any manner owing to the Company.
- 1.5 By way of fixed charge the uncalled capital, goodwill, patents, trademarks, service marks, design rights (registered and unregistered) together with applications for any of the foregoing and the benefit of any priority dates attaching to such applications and all other intellectual property rights of any description whatsoever owned by or licensed to the Company during the continuance of the security (the "Goodwill and Intellectual Property").
- 1.6 By way of fixed charge all the Company's rights of action in respect of the Goodwill and Intellectual Property and all proceeds thereof whether such rights of action arose now or at any time during the continuance of the security.
- 1.7 By way of fixed charge all amounts realised upon the enforcement or execution of any order of the court under Sections 212, 213, 214, 238, 239, 244 or 423 of the Insolvency Act 1986.
- 1.8 By way of fixed charge all plant vehicles and machinery now or at any time hereafter belonging to the Company (excluding plant and machinery for the time being forming part of its stock in trade).
- 1.9 By way of fixed charge all chattels now or at any time hereafter owned or hired, leased or rented by the Company to any other person subject to and with the benefit of the related hiring, leasing or rental contract and any guarantee, indemnity or other security for the performance of the obligations.

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

**Please complete
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- 1.10 By way of fixed charge the benefit of all justices licences or other licences or registration certificates and the right to recover and receive any compensation payable at any time on account of the non-renewal of such licences or certificates.
- 1.11 By way of floating charge all its undertaking and all its other property assets and rights whatsoever and wheresoever in the present or future.
2. The Company covenants and agrees that the mortgages and charges created under the Mortgage Debenture shall rank respectively as first legal mortgages and first fixed equitable charges, that the floating charge referred to in paragraph 1.11 above shall rank as a first floating charge and that it will not, without the prior consent in writing of Julia Hands, create or attempt to create or permit to subsist any security interest or permit any other proprietary right or interest to arise on or affect the property referred to in paragraphs 1.1 to 1.11 above or any part of that property or any interest in that property.

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

**Please complete
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FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03779729

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A MORTGAGE DEBENTURE DATED THE 1st DECEMBER 1999 AND CREATED BY SEIONT MANOR HOTEL LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY AND/OR ALL OR ANY OF THE OTHER COMPANIES NAMED THEREIN TO JULIA HANDS ON ANY ACCOUNT WHATSOEVER PURSUANT TO SECURED LOAN STOCK WITH A NOMINAL FACE VALUE OF £7,945,000 ISSUED BY THE COMPANY TO JULIA HANDS PURSUANT TO AN INSTRUMENT CONSTITUTING NON-INTEREST BEARING SECURED LOAN STOCK 2000 DATED 1ST DECEMBER 1999 OR UNDER OR IN CONNECTION WITH THE MORTGAGE DEBENTURE OR ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 10th DECEMBER 1999.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 15th DECEMBER 1999.

*This certificate
is to be
cancelled*



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



COMPANIES HOUSE

FILE COPY



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GIVEN AT COMPANIES HOUSE, CARDIFF THE 6th JANUARY 2000.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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