

**Application by a public company for certificate to
commence business**

Company Number

03896380

Company Name in full

ENGLISH COUNTRY INNS PLC

applies for a certificate that it is entitled to do business and exercise
borrowing powers, and, for that purpose,

I JONATHAN GAIN

of 4 CARRARA VILLAS, 49 DAWSON ROAD,

KINGSTON-UPON-THAMES, SURREY KT1 3AU

● Please delete as appropriate.

● [a director][the secretary] of the above company do solemnly and sincerely
declare that:-

1. the aggregate nominal value of the
company's allotted share capital is
not less than £50,000

2. the aggregate amount paid up on the
allotted share capital of the company at
the time of this application is

£ 1,508,750

3. the ● [estimated] amount of the
preliminary expenses of the company is

£ 500

● Please insert the name(s) of
person(s) by whom expenses
paid or payable.

● THE COMPANY

Please give the name, address,
telephone number, and if available,
a DX number and Exchange, of
the person Companies House
should contact if there is any query.

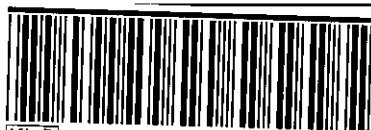
Osborne Clarke OWA

Hillgate House, 26 Old Bailey, London

EC4M 7HW

Tel 020 7809 1000

DX number 466LDE DX exchange London



KLO *KXTK500Z* 1058
COMPANIES HOUSE 26/11/01

Form revised July 1990

When you have completed and signed the form please send it to the
Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland **DX 235 Edinburgh**

● [4a. no amount or benefit has been paid or given or is intended to be paid or given to any of the promoters of the
--- company]

● [4b. the amount or benefit paid or given or intended to be paid or given to any promoter of the company is:]

● Please delete as appropriate.

Promoter No 1:

The amount paid or intended to be paid

£ SEE ATTACHED

Any amount given or intended to be given

The consideration for such payment or
benefit

Promoter No 2:

The amount paid or intended to be paid

£

Any amount given or intended to be given

The consideration for such payment or
benefit

Promoter No 3:

The amount paid or intended to be paid

£

Any amount given or intended to be given

The consideration for such payment or
benefit

And I make this solemn Declaration conscientiously believing the same to
be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

Declared at

15 Appold Street, London.

Day Month Year

on

25 01 2001

● Please print name.

before me ●

Claudia Santos

Signed

CLAUDIA SANTOS

Date

25 JANUARY 2001

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

FORM 117 - CONTINUATION SHEET

Company Number: 03896380

Company Name: English Country Inns PLC

Promoter 1

Close Brothers Investment Limited ("CBIL")

- In consideration of CBIL agreeing to assist in procuring subscribers under the Offers for Subscription a fee (together with any applicable value added tax thereon) of 5.95% of the Subscription Monies received in respect of all the Offer Shares allotted pursuant to the Offers for Subscription by the Company out of which CBIL will pay certain costs, expenses and commissions.
- In consideration of CBIL making available administrative services to the Company, CBIL will be paid an annual fee equal to 1.9% (together with any applicable value added tax thereon) of the Subscription Monies received in respect of all the shares allotted by the Company up to and including 31 May 2001.