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legibly, preferably
in black type, or
bold block lettering

*insert full name
of Company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

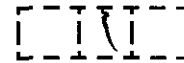
A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge.

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number



4068417

Name of company

* Proudcrest Limited (the "Company")

Date of creation of the charge

23 November 2000

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

Guarantee and Debenture dated 23 November 2000 between (1) The Company, (2) Bank Restaurant Group PLC (3) Bank Restaurant Birmingham Limited and (4) the Bank (the "Deed").

Amount secured by the mortgage or charge

The Company covenants:

(i) that it will on demand in writing made to it pay or discharge to the Bank all moneys and liabilities which shall for the time being (and whether on or at any time after such demand) be due owing or incurred by it to the Bank;

(ii) and guarantees that it will on demand in writing made to it pay or discharge to the Bank all moneys and liabilities which shall for the time being (and whether on or at any time after such demand) be due owing or incurred by any other Group Company (as defined in the attached Schedule) to the Bank except any moneys or liabilities due owing or incurred by such Group Company as Guarantor (as defined in the attached Schedule) for the Company,

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

Barclays Bank PLC whose registered address is 54 Lombard Street London EC3P 3AH and whose address for correspondence is London Corporate Banking PO Box 15161 R 50 Pall Mall London (the "Bank")

Postcode SW1A 1QA

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

Hammond Suddards Edge
7 Devonshire Square
Cutlers Gardens
London
EC2M 4YH

(JCS) 42586/7313052 559

Time critical reference

For official Use
Mortgage Section

Post room



in either case whether actually or contingently and whether solely or jointly with any other person and whether as principal or surety including interest commission or other lawful charges and expenses which the Bank may in the course of its business charge in respect of any of the matters aforesaid or for keeping the Group Companies' accounts and so that interest shall be computed and compounded according to the usual mode of the Bank as well after as before any demand made or judgment obtained under this Deed.

**Please complete
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bold block lettering**

Short particulars of all the property mortgaged or charged

The Company with full title guarantee charges with the payment and discharge of all moneys and liabilities covenanted to be paid or discharged by it:

- 1) by way of legal mortgage all freehold and leasehold property of each Group Company as at the date of the Deed vested in it (whether or not registered at H. M. Land Registry) together with buildings fixtures (including trade fixtures) and fixed plant and machinery from time to time thereon;
- 2) by way of first fixed charge all future freehold and leasehold property of each Group Company together with all buildings fixtures (including all trade fixtures) and fixed plant and machinery from time to time thereon and all the goodwill and uncalled capital for the time being to each Group Company;
- 3) by way of first fixed charge all book debts and other debts as at the date of the Deed and from time to time due or owing to each Group Company.

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

Particulars as to commission allowance or discount (note 3)

NIL

Signed Harward Suddards Edge Date 1 December 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 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.
- 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 CF4 3UZ

4) by way of first floating charge all other the undertaking and assets of each Group Company whatsoever and wheresoever both present and future but so that each Group Company is not to be at liberty to create any mortgage or charge upon and so that no lien shall in any case or in any manner arise on or affect any part of the said premises either in priority to or pari passu with the charge hereby created and further that each Group Company shall have no power without the consent of the Bank to part with or dispose of any part of such premises except by way of sale in the ordinary course of its business.

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PROUDCREST LIMITED

Schedule to Form 395

GUARANTEE AND DEBENTURE DATED 23 NOVEMBER 2000

Definitions

"Group Companies" means the Company, Bank Restaurant Group PLC and Bank Restaurant Birmingham Limited, and includes each or any of them severally;

"Group Company" means one of the Group Companies;

"Guarantor" means any Group Company insofar only as it covenants to pay or discharge moneys due or owing from or liabilities of other Group Companies to the Bank; and "Guarantors" and "Guarantee" shall be construed accordingly.

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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. 04068417

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT
GUARANTEE & DEBENTURE DATED THE 23rd NOVEMBER 2000 AND CREATED BY
PROUDCREST 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
BARCLAYS BANK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO
CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 4th DECEMBER 2000.

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

J. L.
JML



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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