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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

A fee of £13 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

211256/182

395

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

For official use

14

Company number

04362325

Name of company

* Mercury Inns Group Limited (the "Borrower")

Date of creation of the charge

6 November 2007

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

A second ranking legal charge dated 6 November 2007 ("Legal Charge") made between the Borrower, Mercury Inns (the "Titleholder") and Scottish & Newcastle UK Limited (the "Lender")

Amount secured by the mortgage or charge

All monies covenanted or agreed to be paid by the Borrower and/or Titleholder to the Lender or which now are or at any time hereafter may be or become due or owing to the Lender by the Borrower and/or Titleholder on any account and all other liabilities, actual or contingent now existing or hereafter incurred by the Borrower and/or Titleholder to the Lender and/or the Trading Companies (whether in either case due, owing or incurred by the Borrower and/or Titleholder alone or jointly with any other person(s)) and in whatever name, firm or style and whether as principal or surety and all interest discount commission costs expenses and other charges thereon

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

Scottish & Newcastle UK Limited whose address is 2-4 Broadway Park, South Gyle Broadway, Edinburgh (the "Lender")

Postcode EH12 9JZ

Presentor's name address and
reference (if any)
Bevan Brittan LLP
Fleet Place House
2 Fleet Place
London
EC4M 7RF
Ref DM/78355/44

Time critical reference

For official Use (02/00)
Mortgage Section

Post room

MONDAY



LWIEKULC

LD2

12/11/2007

86

COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

1) by way of legal mortgage

a) the Mortgaged Property,

2) by way of assignment

a) the goodwill of the business carried on from the Mortgaged Property, and

b) the benefit of all justices licences and any public entertainment licences held by the Borrower or by the Borrower's nominee in connection with the Mortgaged Property,

3) by way of fixed charge

a) all proceeds of insurance maintained in respect of the undertaking, property and assets of the Borrower charged by Legal Charge,

CONTINUED AT ADDENDUM 4

Please do not
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*Please complete
legibly, preferably
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bold block
lettering*

Particulars as to commission allowance or discount (note 3)

None

Signed Brian Smith LLP

Date 6 November 2007

On behalf of Chargee[†]

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

Notes

[†] delete as
appropriate

- 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 A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge. Cheques and Postal Orders must be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is Companies House, Crown Way, Cardiff CF14 3UZ.

M395 Continuation

Company number

04362325

Name of company

* insert full name
of company

* Mercury Inns Group Limited

Addendum 1/4

1 Description of the instrument creating or evidencing the mortgage or charge (continued) (note 2)

Not needed

Addendum 2/4

2 Amount due or owing on the mortgage or charge (continued)

Not needed

Company number

04362325

Name of company

* insert full name
of company

* Mercury Inns Group Limited

Addendum 3/4

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

Not needed

Name of company

* insert full name
of company

* Mercury Inns Group Limited

Addendum 4/4

4 Short particulars of all the property mortgaged or charged (continued)

b) all goods and movable fittings not hereinbefore specifically charged and which do not form part of the Borrower's stock in trade,

4) by way of floating charge, the whole of the Borrower's undertaking and all its property and assets whatsoever and wheresoever present and future other than the property and assets from time to time effectively charged to the Lender pursuant to points 1), 2) and 3) above and all moveable plant machinery, implements, utensils, building and other materials, furniture and other equipment now or from time to time placed on or used in or about the Mortgaged Property

Points 1-4 above are collectively known as the "Charged Assets"

RESTRICTIONS ON CHARGES AND DISPOSALS

The Borrower has covenanted with the Lender that during the continuance of the Legal Mortgage, without the prior consent of the Lender in its absolute discretion, the Borrower shall allow none of the following to take place

a) no part of (or the whole of) the Charged Assets is sold, transferred, assigned, charged, mortgaged or becomes the subject of a lien or is disposed of in any way (save in respect of its assets undertaking and property which is subject to a floating charge under the Legal Charge a disposal in the normal course of trading at not less than market value is permitted),

b) no lease tenancy or licence for occupation is granted or agreed to be granted in respect of the Mortgaged Property

DEFINITIONS

"Mortgaged Property" means all that freehold property and the premises and buildings situate thereon and known as The Walton Arms, Burnley Road, Altham, Nr Accrington, BB5 5UL as the same is registered at H M Land Registry with title absolute under title number LA730290 together with all additions to the said property, premises and buildings and all fixtures and fittings (not being personal chattels within the Bills of Sale Acts 1878 and 1882) now or at any time during the subsistence of this Legal Charge situate therein

"Trading Companies" means Scottish & Newcastle plc or its present or future subsidiary companies within the meaning of Section 736 of the Companies Act 1985 or any other person nominated by the Lender or their assigns being their successors in business or their nominees or any of them as the Lender shall from time to time direct

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No 04362325

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 6th NOVEMBER 2007 AND CREATED BY MERCURY INNS GROUP LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY AND/OR THE TITLEHOLDER TO SCOTTISH & NEWCASTLE UK LIMITED AND/OR THE TRADING COMPANIES ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 12th NOVEMBER 2007

GIVEN AT COMPANIES HOUSE, CARDIFF THE 16th NOVEMBER 2007

PO
[Signature]



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES