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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.

CHFP025

Please do not write in this margin

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

*insert full name of Company

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number

5111

4524261

Name of company

* Sapphire Food South West No.2 Limited (the "Company")

Date of creation of the charge

6 August 2004

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

Please see attached

Amount secured by the mortgage or charge

The principal of, and interest on, a loan of £47,500,000 from PUBCO PLC to the Company's parent, Greene King plc, under the Trust Deed dated 29 July 1991 as amended and supplemented from time to time (the "Trust Deed") constituting and securing the £86,000,000 11¼ per cent. Several Debenture Stock 2006 of PUBCO PLC, together with any other moneys payable by Greene King plc under, or pursuant to, the Trust Deed.

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

PUBCO PLC, 20 Fenchurch Street, London, EC3P 3DB
The Law Debenture Trust Corporation p.l.c., 100 Wood Street, Fifth Floor, London, EC2V 7EX (the "Trustee")

Postcode

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

Amnon Epstein
Linklaters
One Silk Street
London EC2Y 8HQ
Ref: THWW/AE

A04307575

Time critical reference

For official Use
Mortgage Section

Post room

Please return

via

CH London Courier



LD2
COMPANIES HOUSE

0334
13/08/04

Short particulars of all the property mortgaged or charged

The Company as beneficial owner and with the intent that the security created shall rank as a continuing security for any and all moneys which may become payable by it under its guarantee in favour of PUBCO PLC and of the Trustee or otherwise pursuant to the Trust Deed has charged with full title guarantee to PUBCO PLC and the Trustee by way of floating charge its undertaking and all its property, assets and rights whatsoever and wheresoever, present and future, including its uncalled capital, such floating charge to be a first floating charge.

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)

Signed

Link Inters

Date 12 August 2004

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 CF14 3UZ

CHFP025

Particulars of a mortgage or charge (continued)

Please do not
write in this
binding margin

Continuation sheet No 2
to Form No 395 and 410 (Scot)

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

Company Number

4524261

Name of Company

Sapphire Food South West No.2 Limited (the "Company")

XXXXXX

* delete if
inappropriate

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

Twelfth Supplemental Trust Deed dated 6 August 2004 made between (1) The Trustee; (2) Greene King plc (registered no. 245111); (3) Laurel Pub Holdings Limited (registered no. 04147397); (4) Musicmeadow Limited (registered no. 04147404); (5) Repairdesign Limited (registered no. 04147430); (6) Laurel Neighbourhood Estate Pubs Limited (registered no. 5073303); (7) London & Regional Leisure Holdings Limited (registered no. 4589379); (8) London & Regional Pub Holdings Limited (registered no. 4589402); (9) LR Pubs Holdings A Limited (registered no. 4589421); (10) LR Pubs Holdings B Limited (registered no. 4589436); (11) LR Pubs Holdings C Limited (registered no. 4589454); (12) LR Pubs Holdings D Limited (registered no. 4589462); (13) LR Pubs Holdings E Limited (registered no. 4589434); (14) Sapphire Food North East No. 1 Limited (registered no. 4524259); (15) Sapphire Food South West No. 2 Limited (registered no. 4524261); (16) Sapphire Food North West No. 3 Limited (registered no. 4524286); (17) Sapphire Food South East No. 4 Limited (registered no. 4524297); and (18) Sapphire Rural Destination No. 5 Limited (registered no. 4524306) and supplemental to the Trust Deed (as defined herein).

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 04524261

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A TWELFTH SUPPLEMENTAL TRUST DEED SUPPLEMENTAL TO THE TRUST DEED DATED 29 JULY 1991 DATED THE 6th AUGUST 2004 AND CREATED BY SAPPHIRE FOOD SOUTH WEST NO. 2 LIMITED FOR SECURING £86,000,000.00 AND ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO PUBCO PLC AND THE LAW DEBENTURE TRUST CORPORATION p.l.c. (THE TRUSTEE) UNDER THE TERMS OF THE AFOREMENTIONED INSTRUMENT CREATING OR EVIDENCING THE CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 13th AUGUST 2004.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 17th AUGUST 2004.

L. Cangel



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES