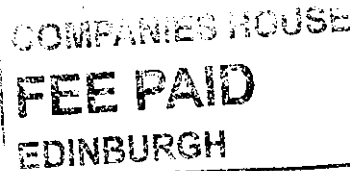


M

COMPANIES FORM No. 395

Particulars of a mortgage or charge



395

Please do not write in this margin

Pursuant to section 395 of the Companies Act 1985

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

To the Registrar of Companies
(Address overleaf - Note 5)

Company Number 04636778

For official use

52

* insert full name of company

Name of company

* HERALD INNS AND BARS LIMITED

Date of creation of the charge

7 APRIL 2005

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

Legal Charge

Amount secured by the mortgage or charge

See Paper Apart 1

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

The Governor and Company of the Bank of Scotland

New Uberior House, 11 Earl Grey Street,

Edinburgh

Postcode EH3 9BN

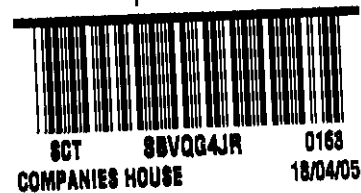
Presentor's name address and reference (if any):

Burness
50 Lothian Road
Festival Square
Edinburgh
EH3 9WJ

IGD/BAN/0005/1027
Time Critical Reference

For official use:
Mortgage Section

Post room



Short particulars of all the property mortgaged or charged.

Please do not write in this margin

See Paper Apart 2

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

Particulars as to commission, allowance or discount (note 3)

N/A

Signed

mpwood for and on behalf of
Business LLP

Date:

18/4/05

On behalf of 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, e.g. '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. The address of the Registrar of Companies is: Companies House, Crown Way, Cardiff CF4 3UZ

PAPERS APART RELATIVE TO COMPANIES HOUSE FORM NO 395 IN RESPECT OF BRANNIGANS LIMITED (COMPANY NUMBER 04636778)

In these papers apart:-

“the Bank” means the Governor and Company of the Bank of Scotland, acting through its offices at New Ueberior House, 11 Earl Grey Street, Edinburgh, EH3 9BN.

“the Charge” means the legal charge by the Chargor in favour of the Bank dated 7 April 2005 and to be recorded in HM Land Registry.

“the Chargor” means Herald Inns and Bars Limited, a company incorporated under the Companies Acts with registered number 04636778 whose registered office is at Sagar House, Eccleston, Chorley, Lancashire, PR7 5PH.

“Conditions” means the Bank’s Commercial Charge Conditions (2003 Edition).

“Debt” has the same meaning as in the Conditions, being all sums of money owed by the Chargor to the Bank from time to time.

“Property” means the leasehold property comprising the Board Room Public House being part of the basement floor, ground floor, mezzanine floor and first floor of the building known as Portland Centre, Portland Street, Manchester and registered at HM Land Registry under Title Number GM5678.

“Rental Sums” has the same meaning as in the Conditions.

Paper apart 1

The amount secured by the Charge is the Debt.

Paper apart 2

The property charged by the Charge is as follows:-

- 1.1 by way of legal mortgage the Property;
- 1.2 by way of fixed charge all buildings and other structures on, and items fixed to, the Property;
- 1.3 by way of fixed charge any goodwill relating to the Property or the business or undertaking conducted at the Property;
- 1.4 by way of fixed charge all plant, machinery and other items affixed to and forming part of the Property on or at any time after the date of this Charge;
- 1.5 by way of assignment the Rental Sums together with the benefit of all rights and remedies of the Borrower relating to them to hold to the Bank absolutely subject to redemption upon repayment of the Debt;
- 1.6 by way of fixed charge the proceeds of any claim made under any insurance policy relating to any of the property charged under this Charge; and

- 1.7 by way of floating charge all unattached plant, machinery, chattels and goods now or at any time after the date of this Charge on or in or used in connection with the Property or the business or undertaking conducted at the Property.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 04636778

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 7th APRIL 2005 AND CREATED BY HERALD INNS AND BARS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 18th APRIL 2005.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 22nd APRIL 2005.

20/05



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES