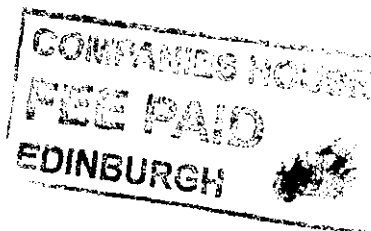


M

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)38
For official useCompany Number
4636778

From Dead

* insert full name of company

Name of company

* **HERALD INNS & BARS LIMITED**

Date of creation of the charge

1st November 2004

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****Edinburgh EH3 9WJ**Ref: **LAM/BAN/0005/1123**
(796427)

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

T
CODE

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

N/A

Signed myl ood
for and behalf of Bumess LLP.

Date: 15th November 2004

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 HERALD INNS & BARS LIMITED COMPANY NUMBER
4636778**

In these papers apart:-

"the Bank" means The Governor and Company of the Bank of Scotland, acting through its offices at 4th Floor, New Uberior House, 11 Earl Grey Street, Edinburgh, EH3 9BN;

"the Charge" means the legal charge by the Chargor in favour of the Bank dated 1ST November 2004 and to be recorded in HM Land Registry;

"the Chargor" means Herald Inns & Bars Limited, a company incorporated under the Companies Acts with registered number 4636078 whose registered office is at Sager House, Ecclestone, 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 being Unit 7, Sheffield Leisure Park, Sheffield registered at H M Registry under title number SYK405155; and

"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 by way of legal mortgage the Property;
- 2 by way of fixed charge all buildings and other structures on, and items fixed to the Property;
- 3 by way of fixed charge any goodwill relating to the Property or the business or undertaking conducted at the Property;
- 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;

- 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;
- 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
- 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 1st NOVEMBER 2004 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 ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 15th NOVEMBER 2004.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 19th NOVEMBER 2004.

P1A6241



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES