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COMPANIES FORM No. 395 Particulars of a mortgage or charge

340925/13

395

CHFP025

Please do not
write in
this margin

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

*insert full name
of Company

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

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

For official use

Company number

[7][1][1]

04655461

Name of company

* Aspinall's (Newcastle) Limited (the "Company")

Date of creation of the charge

11 October 2007

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

A legal charge made between (1) the Company as chargor and (2) the Bank (as defined below) as chargee (the "Legal Charge")

Amount secured by the mortgage or charge

All the Company's liabilities to the Bank (as defined below) of any kind and in any currency (whether present or future, actual or contingent and whether incurred alone or jointly with another) together with the Bank's charges and commission, Interest and Expenses.

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

National Westminster Bank Plc (the "Bank")
135 Bishopsgate
London

Postcode EC2M 3UR

Presentor's name address and
reference (if any)

Mayer Brown International LLP
11 Pilgrim Street
London
EC4V 6RW

20924/20351/07018376

Time critical reference

For official Use (06/2005)

Mortgage Section

Post room

FRIDAY



LD3

LXSWFU4J

26/10/2007

100

COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

Please see Part 1 of the attached Schedule, to be read in conjunction with Part 3 which contains applicable definitions

Please see Part 2 of the attached Schedule which contains a summary of certain covenants contained in the Legal 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)

N/A

Signed

Maureen Brown

Date 25 October 2007

On behalf of ~~XXXXXXXX~~ [mortgagee/chargee] †

A fee 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 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 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 situated 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.

Aspinall's (Newcastle) Limited

Schedule to form M395

Part 1

Short particulars of all the property mortgaged or charged

- 1 By way of legal mortgage of all legal interests and otherwise by way of fixed charge the Property (to the full extent of the Company's interest in the Property or its proceeds of sale),
- 2 By way of fixed charge
 - (a) all the fixtures and fittings of the Company from time to time attached to the Property,
 - (b) all the plant and machinery vehicles and computer equipment of the Company present and future at the Property not regularly disposed of in the ordinary course of business and all associated warranties and maintenance contracts, and
 - (c) all furniture furnishings equipment tools and other chattels of the Company now and in the future at the Property not regularly disposed of in the ordinary course of business
- 3 By way of fixed charge the Goodwill all rents receivable from any lease granted out of the Property and the proceeds of any insurance from time to time affecting the Property or the Charged Assets

Part 2

Covenants

- 1 The Legal Charge contains covenants by the Company with the Bank
 - (a) Not without the prior written consent of the Bank or unless expressly permitted by any Finance Document (as defined in the Legal Charge) to create or permit to arise any mortgage charge or lien on the Property the Charged Assets or the Goodwill
 - (b) Not without the prior written consent of the Bank or unless expressly permitted by any Finance Document to grant or accept a surrender of any lease or licence of the Property the Charged Assets or the Goodwill
 - (c) Not without the prior written consent of the Bank or unless expressly permitted by any Finance Document to dispose of or part with or share possession or occupation of the Property the Charged Assets or the Goodwill

Part 2

Definitions

"Charged Assets" means those assets charged by Clause 1 2 of the Legal Charge (Paragraph 2, Part 1 of this Schedule)

"Company's Obligations" means the liabilities as detailed on the form M395 under the heading "Amount secured by the mortgage or charge"

"Expenses" means all expenses (on a full indemnity basis) incurred by the Bank or any Receiver at any time in connection with the Property the Charged Assets the Goodwill or the Company's Obligations or in taking or perfecting this deed or in preserving defending or enforcing the security created by this deed or in exercising any power under this deed or otherwise with Interest from the date they are incurred

"Facility Agreement" means the facility agreement dated 19 June 2007 made between Aspinalls Club Finance Limited, the Guarantors (as defined therein) and the Bank and any agreed novation, amendment or variation of that agreement, or any other facility agreement which is entered into by the Bank with Aspinalls Club Finance Limited or one of its subsidiaries and which is expressly agreed in writing by the Bank as being the "Facility Agreement" for the purposes of the Legal Charge for such time as that agreement is in force and thereafter, any facility agreement agreed in writing between the Bank and the Company.

"Finance Document" has the meaning given to that term in the Facility Agreement

"Goodwill" means the present and future goodwill of any business carried on at the Property by or on behalf of the Company

"Interest" has the meaning given to that term in the Legal Charge

"Property" means the first-floor smoking area, Aspers at The Gate, Newcastle-upon-Tyne

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No 04655461

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 11th OCTOBER 2007 AND CREATED BY ASPINALL'S (NEWCASTLE) LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO NATIONAL WESTMINSTER BANK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 26th OCTOBER 2007

GIVEN AT COMPANIES HOUSE, CARDIFF THE 1st NOVEMBER 2007

A handwritten signature in black ink, appearing to be 'R. G.' or similar.



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES