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COMPANIES FORM No. 410(Scot)

Particulars of a charge created by a company registered in Scotland

410

Please do not
write in
this margin

Pursuant to section 410 of the Companies Act 1985

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

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

For official use

Company number

003

163960

Name of company

* Cloverleaf Hotels Limited

* insert full name
of company

Date of creation of the charge (note 1)

17 May 1996

Description of the instrument (if any) creating or evidencing the charge (note 1)

Standard Security

Amount secured by the charge

All sums advanced or to be advanced on loan to the Company and other sums or obligations due or to become due or prestable or to become prestable by the Company to Scottish & Newcastle plc, whether directly or through their subsidiary or associated companies acting as their agents and interest on such sums advanced or to be advanced including without prejudice the foregoing generality sums due in terms of Minute of Agreement between Scottish & Newcastle plc, the Company, Alan Dewar Peace, Henry James Bell and Mrs Janet Duncan Bell and any supplementary Minute or Minutes of Agreement to follow thereon.

Names and addresses of the persons entitled to the charge

Scottish & Newcastle plc

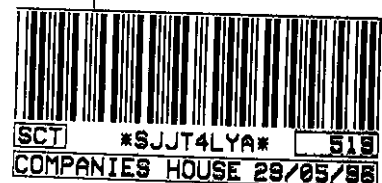
Abbey Brewery

Holyrood Road EDINBURGH EH8 8YS

Presentor's name address telephone
number and reference (if any):
Morton Fraser Commercial
WS
18 York Place
Edinburgh EH1 3EP
Tel: 0131-550-1100
Ref: LEM/HJSH/1S CLO 776

For official use
Charges Section

Post room



Short particulars of all the property charged.

Please do not
write in
this margin

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

The Clover Leaf Hotel, Kepplehills Road, Bucksburn, Aberdeen

Statement, in the case of a floating charge, as to any restrictions on power to grant further securities and
any ranking provision (note 2)

N/A

Particulars as to commission, allowance or discount paid (see section 413(3))

None

Signed



Date

27 May 1996

On behalf of [~~company~~] [chargee]†

† delete as
appropriate

Notes

1. A description of the instrument e.g. "Standard Security" "Floating Charge" etc, should be given. For the date of creation of a charge see section 410(5) of the Act. (Examples - date of signing of an Instrument of Charge; date of recording / registration of a Standard Security; date of intimation of an Assignment.)

2. In the case of a floating charge a statement should be given of (1) the restrictions, if any, on the power of the company to grant further securities ranking in priority to, or pari passu with the floating charge; and / or (2) the provisions, if any, regulating the order in which the floating charge shall rank with any other subsisting or future floating charges or fixed securities over the property which is the subject of the floating charge or any part of it.

3. A certified copy of the instrument, if any, creating or evidencing the charge, together with this form with the prescribed particulars correctly completed must be delivered to the Registrar of Companies within 21 days after the date of the creation of the charge. In the case of a charge created out of the United Kingdom comprising property situated outside the U.K., within 21 days after the date on which the copy of the instrument creating it could, in due course of post, and if despatched with due diligence, have been received in the U.K. Certified copies of any other documents relevant to the charge should also be delivered.

4. A certified copy must be signed by or on behalf of the person giving the certification and where this is a body corporate it must be signed by an officer of that body.

5. The address of the Registrar of Companies is:-

Companies House
37 Castle Terrace
Edinburgh EH1 2EB



**CERTIFICATE OF THE REGISTRATION
OF A CHARGE**

Company number 163960

I hereby certify that a charge created by

CLOVERLEAF HOTELS LIMITED

on 17 MAY 1996

for securing ALL SUMS DUE, OR TO BECOME DUE

in favour of THE ROYAL BANK OF SCOTLAND plc

was delivered pursuant to section 410 of the Companies Act, 1985,
on 29 MAY 1996

Signed at Edinburgh
30 MAY 1996

LEYTON RITCHIE
For Registrar of Companies



C O M P A N I E S H O U S E

N.B. Searchers may find it desirable to refer to the documents mentioned in column (2) for more detailed particulars

REGISTER of Charges, Alterations to Charges,

COMPANY: SC163960 CHARGE: 3

(1) Date of Registration	(2) Serial Number of Document on File	(3) Date of Creation of each Charge and Description thereof	(4) Date of the aquisition of the Property	(5) Amount secured by the Charge £	(6) Short Particulars of the Property Charged	(7) Names of the Persons entitled to the Charge
29/05/1996		17/ 5/96 STANDARD SECURITY		ALL SUMS DUE, OR TO BECOME DUE	THE CLOVER LEAF HOTEL,KEPPLEHILLS ROAD,BUCKSBURN,ABERDEEN	SCOTTISH & NEWCASTLE PLC

Memoranda of Satisfaction and Appointments etc. of Receivers

N.B. Searchers may find it desirable to refer to the documents mentioned in column (2) for more detailed particulars

COMPANY: SC163960 CHARGE: 3

(8) In the case of a floating charge, a statement of the provisions, if any, prohibiting or restricting the creation by the company of any fixed security or any other floating charge having priority over, or ranking <i>pari passu</i> with the floating charge.	(9) In the case of a floating charge, a statement of the provisions if any regulating the order in which the floating charge shall rank with any other subsisting or future floating charges or fixed securities over the property the subject of the floating charge or any part of it.	(10) Amount or rate per cent of the Commission Allowance or discount	(11) Memoranda of Satisfaction	(12) Receiver		
				Name	Date of Appointment	Date of Ceasing to act