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legibly, preferably
in black type, or
bold block lettering

*insert full name
of Company

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.

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number

30

4h £10
123351

769170

Name of company

* Forte (UK) Limited (the 'Company')

Date of creation of the charge

23 March 2001

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

Seventh Supplemental Trust Deed made between Compass Group PLC, Heritage Hotels Limited, Posthouse Hotels Limited, Meridien Hotels Limited, Waldorf Hotel Company Limited, the Company and The Prudential Assurance Company Limited (the 'Deed')

Amount secured by the mortgage or charge

The principal of and interest on the £200,000,000 10 per cent. Debenture Stock 2018 of Compass Group PLC insofar as demand for the same shall have been made on the Company pursuant to a guarantee contained in the Deed

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

The Prudential Assurance Company Limited
142 Holborn Bars
London

Postcode EC1N 2NH

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

Richards Butler
Beaufort House
15 St Botolph Street
London
EC3A 7EE

MJE/01-230

Time critical reference

For official Use
Mortgage Section



*By way of first floating charge the undertaking and assets, present and future, of the Company insofar only as the same comprise (i) the undertaking and the hotel or restaurant business carried on individually at each of (a) the property known as the London Heathrow Excelsior, registered under title numbers MX123063, MX467938 and NGL121218 and (b) the property known as the Randolph Hotel, Oxford, registered under title numbers ON52626 and ON14062 ((a) and (b) together the 'Properties'), (ii) the goodwill and assets (present and future) of each such hotel or restaurant business, and (iii) the other assets (present and future) of the Company to the extent the same are used in, or in the operations of, and are for the time being located at, the Properties, but excluding the book debts of the Company (other than those of the hotel or restaurant business carried on at each of the Properties and coming into existence upon and following crystallisation of this floating charge).

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

Particulars as to commission allowance or discount (note 3)

n/a

Signed Richard Butler

Date 3 April 2001

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



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 00769170

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A SEVENTH SUPPLEMENTAL TRUST DEED MADE BETWEEN COMPASS GROUP PLC, HERITAGE HOTELS LIMITED, POSTHOUSE HOTELS LIMITED, MERIDIEN HOTELS LIMITED, WALDORF HOTEL COMPANY LIMITED, THE COMPANY AND THE PRUDENTIAL ASSURANCE COMPANY LIMITED (THE DEED) DATED THE 23rd MARCH 2001 AND CREATED BY FORTE (U.K.) LIMITED FOR SECURING THE PRINCIPAL OF AND INTEREST ON THE £200,000,000 10 PER CENT. DEBENTURE STOCK 2018 OF COMPASS GROUP PLC INsofar AS DEMAND FOR THE SAME SHALL HAVE BEEN MADE ON THE COMPANY PURSUANT TO A GUARANTEE CONTAINED IN THE DEED WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 10th APRIL 2001.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 13th APRIL 2001.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —