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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

m262 (11)

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

To the Registrar of Companies

For official use

Company number

[16]

1123082

Name of company

* ROADCHEF LIMITED

* insert full name
of company

Date of creation of the charge

29th May 1992

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

LEGAL CHARGE

Amount secured by the mortgage or charge

ALL monies and liabilities now or hereafter due or owing from the Company to the Chargee on any current or other account or in any manner whatever (whether actually or contingently and whether solely or jointly with any other person firm or corporation and whether as principal or surety or otherwise and in whatever style or name) together with all interest discount commission and other lawful charges and all other costs and other monies and interest payable under the provisions hereof or intended to be hereby secured PROVIDED THAT the total amount recoverable under this Charge including interest and costs shall not exceed FOUR MILLION FIVE HUNDRED THOUSAND POUNDS (£4,500,000)

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

J. HENRY SCHRODER WAGG & CO. LIMITED

120 Cheapside, London

Postcode

EC2V 6DS

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

Peachey & Company
Arundel House,
Arundel Street,
London. WC2R 3ED

For official Use
Mortgage Section

Post room

REGISTERED

4 JUN 1992

COMPANIES HOUSE

01 JUN 1992

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Time critical reference

Short particulars of all the property mortgaged or charged

Land and buildings known as Sedgemoor Motorway Service Area,
Sedgemoor, Somersetshire containing 19.5 acres or thereabouts as
demised by Lease dated 28th April 1986 between the Secretary of
State for Transport (1) and the Company (2)

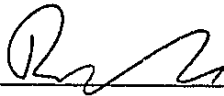
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write in
this margin

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

Particulars as to commission allowance or discount (note 3)

NIL

Signed



Date 2nd June 1992

On behalf of [company/mortgagee/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, 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.



**CERTIFICATE OF THE REGISTRATION
OF A MORTGAGE OR CHARGE**

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

I hereby certify that a mortgage or charge dated the 29th MAY 1992
and created by ROADCHEF LIMITED

for securing all moneys due or to become due from the Company to J.HENRY
SCHRODER WAGG & CO. LIMITED NOT EXCEEDING £4,500,000 under the terms of
THE CHARGE

was registered pursuant to Chapter I Part XII of the Companies Act
1985, on the 4th JUNE 1992

Given under my hand at the Companies Registration Office,
Cardiff the 10th JUNE 1992

No. 1123082

R. N. Owens

RICHARD NEIL OWENS

an authorised officer

C.69

Post.
10/6
JG