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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

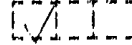
M 99

Please complete
legibly, preferably
in block type, or
bold block lettering* insert full name
of company

To the Registrar of Companies

For official use

Company number



26091

Name of company

* WHITBREAD WEST PENNINES LIMITED

Date of creation of the charge

1st March, 1991

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

A First Supplemental Trust Deed dated 1st March, 1991 (the "First Supplemental Trust Deed") made between (1) Whitbread PLC (formerly called Whitbread and Company, Public Limited Company) (the "Issuer"),

Amount secured by the mortgage or charge

The principal amount of the Stock and any further stock issued pursuant to the Trust Deed and all interest thereon and all other moneys secured by or payable under or pursuant to the Trust Deed.

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

THE LAW DEBENTURE TRUST CORPORATION p.l.c. whose principal office

is at Princes House, 25 Graham Street

London

Postcode

EC2V 7LY

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

ALLEN & OVERY,
9 Cheapside,
London EC2V 6AD.

(PC/SWT/JD)

For official Use
Mortgage Section**REGISTERED**

18 MAR 1991

Post room



Time critical reference

Short particulars of all the property mortgaged or charged

A floating charge in favour of the Trustee over all the undertaking, property and assets, present and future, including any uncalled capital, of the Company, such floating charge ranking in point of security subject to but first after the first floating charge created by the Company to secure the Issuer's outstanding 6 1/2 per cent. Redeemable Debenture Stock 1986/91, 6 1/4 per cent. Redeemable Debenture Stock 1987/92, 7 per cent. Redeemable Debenture Stock 1988/93, 7 3/4 per cent. Redeemable Debenture Stock 1989/94, 9 3/4 per cent. Redeemable Debenture Stock 1991/96 and 4 1/2 per cent. Redeemable Debenture Stock 1999/2004 and certain other charges permitted by the Trust Deed.

Notes: Under the Trust Deed the Company is precluded (save as therein provided) from creating or having outstanding, or increasing the principal amount secured by, any mortgage or charge over the whole or any part of its undertaking, property or assets, present and future, including any uncalled capital, ranking in priority to or pari passu with such floating charge.

Please do not write in this margin

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

Particulars as to commission allowance or discount (note 3)

NIL

Signed

Allen & Overy

Date

15th

March, 1991

On behalf of ~~[company]~~ ~~[mortgagee/chargee]~~ the said Trustee

1 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.

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COMPANIES FORM No. 395 (cont.)

Particulars of a mortgage or charge
(continued)

Continuation Sheet No. 1.
to Form No. 395

Company number

26091

Name of Company

WHITBREAD WEST PENNINES

Limited*

* Delete if
appropriate

Description of the instrument creating or evidencing the mortgage or charge (continued) (note 2)

(2) the Company and certain other Subsidiaries of the Issuer and (3) The Law Debenture Trust Corporation p.l.c. (the Trustee) supplemental to the Trust Deed dated 11th December, 1990 (the "Principal Trust Deed") made between (1) the Issuer (under its said former name), (2) certain Subsidiaries of the Issuer and (3) the Trustee and constituting and securing £135,000,000 11 5/8 per cent. Debenture Stock due 2011 of the Issuer (the "Stock"). The Principal Trust Deed and the First Supplemental Trust Deed are hereinafter together called the "Trust Deed". The Company is a party to the Trust Deed initially for the purpose of guaranteeing the Stock and securing such guarantee. The Trust Deed contains provisions whereunder the Company could be substituted for the Issuer as principal debtor.

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Companies 395

Whitbread plc (Whitbread Limited) Maxwell House

A form first issued in August 1985



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

I hereby certify that a First Supplemental Trust Deed dated 1st MARCH 1991 and created by WHITBREAD WEST PENNINES LIMITED for securing £135,000,000 11 5/8 per cent. Debenture Stock due 2011 of WHITBREAD PLC and all other moneys due or to become due to THE LAW DEBENTURE TRUST CORPORATION p.l.c. (the "Trustees") under or pursuant to the "Trust Deed" (as defined) was registered pursuant to Chapter I Part XII of the Companies Act 1985, on the 18th MARCH 1991

Given under my hand at the Companies Registration Office,
Cardiff the 22nd MARCH 1991

No. 26091

Certificate and instrument received by

..... H.C.

.....

Date 22/3

P. Jones

P. JONES
as authorised officer

C.69d(Rev)