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in black type, or
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*insert full name
of company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

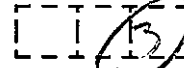
395

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number



03473990

Name of company

* PEEL HOTELS plc

Date of creation of the charge

23 December 1998

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

LEGAL CHARGE

Amount secured by the mortgage or charge

All the Company's liabilities to The Royal Bank of Scotland plc ("the Bank") 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 at the rate or rates charged to the Company by the Bank from time to time and all expenses (on a full indemnity basis) incurred by the Bank or any receiver appointed by the Bank at any time in connection with the property charged by the legal charge or justices excise or other licences or registration certificates held from time to time in connection with the business carried on at the freehold property charged by the legal charge (see overleaf) whether by the Company or any nominee of the Company, or in connection with such liabilities or in taking or perfecting the legal charge or in preserving, defending or enforcing the security created by the legal charge or in exercising any power under the legal charge or otherwise with interest at the rate or rates charged to Continued

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

THE ROYAL BANK OF SCOTLAND plc
36 ANDREW SQUARE
EDINBURGH EH2 2YB

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

Macfarlanes
10 Norwich Street
London
EC4A 1BD

For official use
Mortgage Section

non-Part

Sig only

[Redacted signature]

Post room



KLO *KBNPNCW2* 2113
COMPANIES HOUSE 11/01/99

COMPANIES HOUSE 06/01/99

Time critical reference
HRG/551953

Short particulars of all the property mortgaged or charged

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1 By way of legal mortgage all legal interests and otherwise by way of fixed charge the freehold property known as the Midland Hotel, Cheapside, Bradford and Car Park at Salem Street, Bradford registered at H M Land Registry under title numbers WYK615861, WYK602615, WYK372825 and WYK362364 (to the full extent of the Company's interest in such property or its proceeds of sale) ("the Property").

2 By way of a fixed charge all the plant, machinery and fixtures and fittings of the Company now or in the future at the Property and all furniture and furnishings, equipment, tools and other chattels of the Company now and in the future at the Property and not regularly disposed of in the ordinary course of business.

3 By way of a fixed charge the present and future goodwill of any business carried on at the Property by or on behalf of the Company and the proceeds of any insurance from time to time affecting the Property, the assets charged and referred to under paragraph 2 above or all justices excise or other licences or registration certificates held from time to time in connection with the business carried on at the Property whether by the Company or any nominee of the Company ("the Licences"). Continued

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Particulars as to commission allowance or discount (note 3)

Nil

Signed *X* *Maftalanes*

X Date 5 January 1999

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.

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Particulars of a mortgage or charge (continued)

Continuation sheet No _____
to Form No 395 and 410 (Scot)

CHA 116

Please complete
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Company Number

03473990

Name of Company

PEEL HOTELS plc

Limited*

* delete if
inappropriate

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

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Continued

the Company by the Bank from time to time from the date they are incurred.

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Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)

**Please complete
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Continued

4 By way of fixed charge the benefit of the Licences and the right to recover and receive any compensation payable at any time on account of the non-renewal of the licences.

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CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03473990

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 23rd DECEMBER 1998 AND CREATED BY PEEL HOTELS PLC FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE ROYAL BANK OF SCOTLAND plc ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 11th JANUARY 1999.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 13th JANUARY 1999.

A handwritten signature in dark ink, appearing to read 'L. Howells'.

L. HOWELLS.

for the Registrar of Companies



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