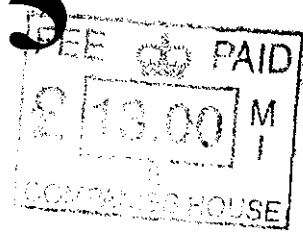


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395



Particulars of a mortgage or charge
Pursuant to section 395 of the Companies Act 1985

Please do not write in this margin

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

To the Registrar of Companies

For Official Use Company Number

01

4555930

*Insert full name of company

Name of company

Thornton Inns Limited (the "Company")

Date of creation of the charge

22 November 2005

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

Legal charge (the "Charge")

Amount secured by the mortgage or charge

All money, liabilities and obligations due by the Company (and includes the Company's successors and personal representatives) to The Governor and Company of the Bank of Scotland ("BoS") at any time whether:

- (i) they arise before or after BoS has demanded that they are repaid or carried out; or
 - (ii) they are owed or to be carried out immediately or only after a stated event has occurred; or
 - (iii) the Company owes or is to carry them out on its own or jointly with any other person or as guarantor for any other person;
- together with interest, costs and expenses due from the Company to BoS (the "Secured Liabilities").

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

The Governor and Company of the Bank of Scotland ("BoS") of 2nd Floor, Citymark, 150 Fountainbridge, Edinburgh, EH3 9PE

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

Eversheds LLP
Cloth Hall Court
Infirmary Street
Leeds
LS1 2JB
Ref: C5/VLL/1108853

Time critical reference

For Official Use
Mortgage section

Post Room



A15
COMPANIES HOUSE

454
25/11/2005

Short particulars of all the property charged

With full title guarantee as security for the Secured Liabilities:

1. by way of legal mortgage the property known as Unit E2 Electric Press Development, Millennium Square, Great George Street, Leeds, West Yorkshire (the "**Property**")
2. by way of fixed charge:
 - 2.1 all buildings and other structures on, and items fixed to, the Property;
 - 2.2 any goodwill relating to the Property or the business or undertaking conducted at the Property;
 - 2.3 all plant, machinery and other items affixed to and forming part of the Property on or at any time after the date of the Charge; and
 - 2.4 the proceeds of any claim made under any insurance policy relating to the Property;
3. by way of assignment, all rents and other sums at any time payable by any tenants or licensees of the Property to the Company together with the benefit of all the Company's rights and remedies relating to them to hold to **BoS** absolutely subject to redemption upon repayment of the Secured Liabilities; and
4. by way of floating charge, all unattached plant, machinery, chattels and goods now or at any time after the date of the Charge on or in or used in connection with the Property or the business or the business or undertaking conducted at the Property.

Please do not write in this margin

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

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06

Particulars as to commission allowance or discount (note 3)

N/A

For **BoS**

Signed Eversheds LLP

Date: 23 November 2005

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, e.g. "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

Further particulars of a mortgage or charge

Name of Company: Thornton Inns Limited

Number of Company: 4555930

Schedule of restrictions

Restriction on charges and disposals

*The Company must not, without the prior written consent of **BoS**:*

1. grant any conveyance, transfer or assignment of the Property or any part of it;
2. create or permit to exist any security in favour of any person other than **BoS** by way of a fixed or floating charge or lien over the Property or any part of it; and
3. let, or agree to let, the Property or any part of it, whether under the powers given by sections 99 and 100 of the Law of Property Act 1925 or otherwise.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 04555930

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 22nd NOVEMBER 2005 AND CREATED BY THORNTON INNS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 25th NOVEMBER 2005.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 28th NOVEMBER 2005.

PDMM



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES