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CHFP041

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Please complete
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 £13 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

Name of company

Thornton Inns Limited

Date of creation of the charge

14 June 2007

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

Legal Charge

Amount secured by the mortgage or charge

All sums due and to become due by the Company to the Governor and the
Company of the Bank of Scotland.

(£750,000.00)

(Not to be captured
confirmed by fax)

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

Bank of Scotland
PO Box 25287 Glasgow

The Governor and Company of the

Postcode G3 7BR

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

Clarion Solicitors
Britannia Chambers
4 Oxford Place
Leeds LS1 3AX
~~DX 26427 LEEDS PARK~~
SQUARE

Time critical reference

For official use (02/2006)
Mortgage Section

(fax
rec'd)



PGITP005
PMO 18-06-07 406
COMPANIES HOUSE
ANIQPQG0
A54 16/06/2007 631
COMPANIES HOUSE

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Short particulars of all the property mortgaged or charged

By way of lease mortgage all the freehold/leasehold property situate and known as 10-12 Guildhall Lane, Leicester LE1 5FQ ("the Property")

Please do not write in this margin

By way of fixed charge all buildings, fixtures (including trade and tenant's fixtures), plant and machinery on and/or fixed to the Property,

By way of fixed charge all the goodwill relating to the Property or the business or undertaking conducted at the Property,

By way of fixed charge all plant, machinery and other items now or from time to time affixed to an forming part of the Property;

By way of assignment all rents and other sums now or from time to time payable by any tenants or licencees of the Property.

By way of fixed charge all rights and interest in and claims under all policies of insurance held by or insuring to the benefit of the Company and the benefit of all rights and claims to which the company is now or maybe entitled under any contracts.

By way of floating charge all unattached plant, machinery, chattles and goods now or from time to time on or used in connection with the Property or the business or undertaking conducted at the Property.

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

A fee is payable to Companies House in respect of each register entry for a mortgage or charge (See Note 5)

Particulars as to commission allowance or discount (note 3)

Signed Clarion Solicitors

Date 14/06/07

On behalf of [company] [~~mortgage/charge~~][†]

† 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 A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge 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 CF4 3UZ

Short particulars of all the property mortgaged or charged

By way of lease mortgage all the (freehold/leasehold) property situate and known as 10-12 Guildhall Lane, Leicester LE1 5FQ ("the Property")

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charge
(See Note 5)

+ Delete as
appropriate

Particulars as to commission allowance or discount (note 3)



Signed Clarion Solicitors

Date 14/06/07

On behalf of [company] [mortgagee/chargee] +

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.
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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 14th JUNE 2007 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 18th JUNE 2007

GIVEN AT COMPANIES HOUSE, CARDIFF THE 26th JUNE 2007.



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

PJJ

HC026B