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CHFP025

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.



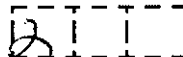
395

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies
(Address overleaf - Note 6)

For official use

Company number



05891853

Name of company

* LR (SPH) Holding No 2 Limited ('The Chargor')

Date of creation of the charge

31 August 2006

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

Charge over Shares ('The Charge')

Amount secured by the mortgage or charge

All or any moneys and liabilities which shall from time to time (and whether on or at any time after demand) be due, owing or incurred in whatsoever manner to BoS by the Chargor under the Facility Letter, whether actually or contingently, solely or jointly and whether as principal or surety and whether or not BoS shall have been an original party to the relevant transaction

See Continuation sheet 1 for definitions

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

The Governor and Company of the Bank of Scotland, having its head office at the Mound, Edinburgh ('BoS')

Postcode EH1 1 YZ

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

Maclay Murray & Spens
3 Glenfinlas Street
Edinburgh
EH3 6AQ

RGa/CPD/BAN/13/2723

Time critical reference

For official Use (02/00)

Mortgage Section

Post room



A09
COMPANIES HOUSE

AGKTZ108

435
09/09/2006

See Continuation sheet 1.

Please do not
write in
this margin

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

Particulars as to commission allowance or discount (note 3)

Nil

Signed

Date 7/9/06

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

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

† 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 must be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is: Companies House, Crown Way, Cardiff CF14 3UZ

Continuation sheet 1

To the Registrar of Companies

Name of company

Company number

LR (SPH) Holding No 2 Limited

05891853

1. Charge

1.1 The Chargor, with full title guarantee and as a continuing security for the payment and discharge of the Secured Liabilities, hereby charges in favour of BoS by way of first fixed charge:-

1.1.1 its entire right, title and interest in and to the Shares;

1.1.2 its entire right, title and interest in and to any Securities; and

1.1.3 where the context so admits, all dividends, monies and assets whatsoever at any time accruing on, or payable or receivable in respect of, any of the Shares or the Securities and all voting and other rights, benefits and powers of any kind at any time attaching or accruing to, or exercisable in respect of, any of the Shares or the Securities (together, 'The Charged Assets')

2. For the Purposes of this Form 395,

2.1 'Company' means Waseley Roadside Restaurants Limited (Company Number 03165882), having its registered office at Parklands Court, 24 Parklands, Birmingham Great Park, Rubery, Birmingham B45 9PZ;

2.2 'Facility Letter' means the facility letter dates on or around the date of this charge to the Chargor in relation to facilities of £45,000,000 (as such letter is amended, varied, supplemented, novated, restated or replaced from time to time);

2.3 'Original Shares' means the shares described in the schedule to the charge, a copy of which is attached to this continuation sheet;

2.4 'Securities' means all the securities of any kind which may, whether directly or indirectly, be derived from the Shares, whether by way of bonus, rights, exchange, option, preference, capital reorganisation or otherwise howsoever;

- 2.5 'Shares' means the Original Shares together with all other shares in the capital of the company held from time to time by the Chargor

A handwritten mark, possibly a signature or initials, located in the bottom right corner of the page.

THE SCHEDULE

THE ORIGINAL SHARES

Name of Company	Number of Shares	Class of Shares	Nominal value of Shares
Waseley Roadside Restaurants Limited	345,229,400	Ordinary	£0.25

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 05891853

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A CHARGE OVER SHARES DATED THE 31st AUGUST 2006 AND CREATED BY LR (SPH) HOLDING NO.2 LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND ON ANY ACCOUNT WHATSOEVER UNDER THE TERMS OF THE AFOREMENTIONED INSTRUMENT CREATING OR EVIDENCING THE CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 9th SEPTEMBER 2006.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 14th SEPTEMBER 2006 .



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES