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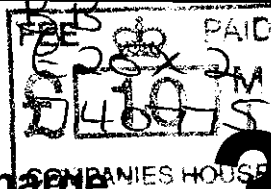
Please do not
write in
this marginPlease complete
legibly, preferably
in black type, or
bold block lettering* insert full name
of company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

A fee of £10 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



395

To the Registrar of Companies
(Address overleaf - Note 5)

For official use

Company number

2

3945170

Name of company

* BVC HOTELS LIMITED

Date of creation of the charge

20 June 2000

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

Debenture

Amount secured by the mortgage or charge

All moneys and liabilities which for the time being be due owing or incurred to the Bank by the Company whether actually or contingent and whether solely or jointly with any other person including interest discount commission or other lawful charges and expenses.

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

Barclays Bank PLC

P.O. BOX 299 Birmingham

Postcode

B1 3PF

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

JORDANS LIMITED
21 St. Thomas Street
Bristol BS1 6JS
LAW/KHB/ TX 2926

Time critical reference

For official Use
Mortgage Section

Post room

PMO
COMPANIES HOUSE0095
23/06/00

Short particulars of all the property mortgaged or charged

By way of legal mortgage all other freehold and leasehold property of the Company now vested in it together with all buildings fixtures including trade fixtures and fixed plant machinery from time to time thereon. By way of fixed charge all future freehold and leasehold property of the Company together with all buildings fixtures including trade fixtures and fixed plant and machinery from time to time thereon and all the goodwill and uncalled capital and uncalled capital for the time being of the Company. By way of first fixed charge all book debts and other debts now and from time to time due or owing to the Company. By way of a first floating charge all other the undertaking and assets of the Company whatsoever and wheresoever both present and future.

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this margin

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legibly, preferably
in black type, or
bold block lettering

Particulars as to commission allowance or discount (note 3)

nil

A fee of £10 is
payable to
Companies
House in
respect of each
register entry
for a mortgage
or charge
(see note 5)

Signed



Date 22 June 2000

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 In any of the spaces in this form provide insufficient space the particulars must be entered on the prescribed continuation sheet.
5. Cheques and Postal Orders are to be made payable to Companies House.
6. The addresss of the Registrar of Companies is:-
Companies House, Crown Way, Cardiff CF14 3UZ



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03945170

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 20th JUNE 2000 AND CREATED BY BVC HOTELS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO BARCLAYS BANK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 23rd JUNE 2000.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 26th JUNE 2000.

RJR



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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