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* insert full name
of Company

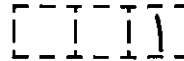
COMPANIES FORM No. 395**Particulars of a mortgage or charge**

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

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

For official use Company number



3357285

3357285

Name of company

* ALDWARD MANOR HOTEL GOLF & COUNTRY CLUB LIMITED

Date of creation of the charge

19 October 2000

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

Debenture

Amount secured by the mortgage or charge

All monies and liabilities for the time being (whether on or after demand) due, owing or incurred in whatever manner to the Bank by the Company, whether actually or contingently, solely or jointly and whether as principal or surety including interest, discount, commission and other lawful charges and expenses.

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

THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND, LEGAL SERVICES, FIRST FLOOR, BROAD STREET HOUSE, 55 OLD BROAD STREET, LONDON

Postcode EC2P 2HL

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

Dickinson Dees
St Ann's Wharf
112 Quayside
Newcastle upon Tyne
NE99 1SB

Ref: DK/BAN/13/48

Time critical reference

For official Use
Mortgage Section



LB £20x2

253352

Short particulars of all the property mortgaged or charged

1. By way of legal mortgage all freehold and leasehold property now owned by the Company together with all present and future buildings, fixtures, plant and machinery which are at any time on the Property.

2. By way of fixed charge:

- (a) all future freehold and leasehold property owned by the Company together with all buildings, fixtures, plant and machinery which are at any time on the Property;
- (b) all present and future interests in or over land or the proceeds of sale and all present and future licences and other agreements relating to land;
- (c) all goodwill and uncalled capital;
- (d) all present and future stocks, shares and other securities and rights relating to them and the benefit of all insurance policies held by the Company or in which it is interested;
- (e) all patents, trade marks, trade names, brand names, copyrights, inventions, design rights, know-how, programs, software and all other intellectual property rights, present and future, owned by the Company or in which it may have an interest and the benefit of all present and future agreements relating to the use or licensing of any such rights and all fees, royalties or similar income derived from them;
- (f) all present and future book and other debts and rights against third parties in relation to them;
- (g) all present and future plant and machinery not otherwise charged and all other present and

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Particulars as to commission allowance or discount (note 3)

Nil

Signed

Richardson Lees

Date 31 October 2000

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

A fee of £10 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 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 CF14 3UZ

future chattels (excluding stock and work in progress);

(h) all present and future bank accounts and credit balances with any party.

3. By way of floating charge all the property and assets of the Company not otherwise charged including any immovable property or assets in Scotland.

with a prohibition against the creation of any other security over any of the property and assets of the Company without prior written consent of the Bank.

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

Please complete
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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. 03357285

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 19th OCTOBER 2000 AND CREATED BY ALDWARK MANOR HOTEL GOLF & COUNTRY CLUB 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 WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 1st NOVEMBER 2000.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 6th NOVEMBER 2000.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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