

Mitchells & Butlers

To: Mitchells & Butlers Finance plc

HSBC Trustee (C.I.) Limited
(as Borrower Security Trustee)

Ambac Assurance UK Limited
Hasilwood House
60 Bishopsgate
London EC2N 4BE
(as Controlling Creditor)

Date: 29 November 2006

Dear Sirs,

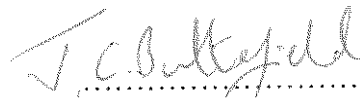
We refer to a facility agreement (the “**Issuer/Borrower Facility Agreement**”) dated 13 November 2003, amended and restated on 15 September 2006, and made between, *inter alios*, the Initial Borrower, the Issuer and the Borrower Security Trustee.

Terms defined in Schedule 1 (*Master Definitions Schedule*) of a master framework agreement (the “**Master Framework Agreement**”) dated 13 November 2003, amended and restated on 15 September 2006, and made between, *inter alios*, the Issuer and the Borrower Security Trustee shall bear the same meaning herein.


We confirm (without any personal liability) on behalf of the Initial Borrower (on its behalf and where applicable, on behalf of each other Chargor) that, for the Financial Year just ended (30 September 2006):

1. the covenants set out in the Issuer/Borrower Facility Agreement including those specified in Clauses 15 (*Financial Information*) (including in respect of the Investor Report), 16 (*Financial Covenants*) and 17 (*Other Covenants of the Obligors*); and
2. the covenants set out in the Borrower Deed of Charge including those specified in Clause 20 (*Covenants of the Excluded Group Entity Property Owners*),

have, in all cases, been complied with.

Signed: 
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Director


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Director

of Mitchells & Butlers Retail Limited