

Please do not
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CHA 116

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

* insert full name
of company

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

2971215

Name of company

* PARAGON HOTELS LIMITED

Date of creation of the charge

31 March, 1998

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

Standard Security

Amount secured by the mortgage or charge

All sums of money, including principal, interest and charges, due and that may become due to The Governor and Company of the Bank of Scotland or their assignees in any manner of way by the Company either solely or jointly with any person or persons or corporation and whether as principal or surety.

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

The Governor and Company of the Bank of Scotland
The Mound
Edinburgh EH1 1YZ

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

McGrigor Donald
Erskine House
68-73 Queen Street
EDINBURGH
EH2 4NF

I JL/8BPAR712

Time critical reference

For official use
Mortgage Section

Post room



Short particulars of all the property mortgaged or charged

The Roxburghe Hotel, Edinburgh as per Paper Apart

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bold block
lettering

Particulars as to commission allowance or discount (note 3)

None

Signed



Date 6 April 1998

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

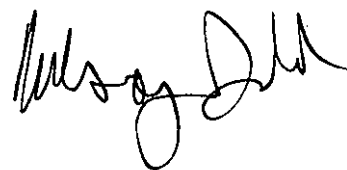
† delete as
appropriate

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 If any of the spaces in this form provide insufficient space the particulars must be entered on the prescribed continuation sheet.

PAPER APART referred to in Form 395

ALL and WHOLE that area of ground lying on the east side of Charlotte Square and on the south side of George Street, Edinburgh in the County of Midlothian (formerly the County of Edinburgh) comprising numbers 35, 36, 37, 38 and 39 Charlotte Square and numbers 134, 136 and 138 George Street, Edinburgh and forming the subjects known as the Roxburghe Hotel being the subjects more particularly described in and disposed by (One) Disposition by Octavius Satchell and others as Trustees for the firm of W. Turner Lord & Company with consent thereinmentioned in favour of Roxburghe Hotel Limited dated Ninth and recorded in the Division of the General Register of Sasines applicable to the County of Edinburgh (now Midlothian) on Sixteenth, both days of May, Nineteen hundred and thirty two; (Two) Disposition by Octavius Satchell and others as Trustees for the firm of W. Turner Lord and Company with consent thereinmentioned in favour of the said Roxburghe Hotel Limited dated Seventeenth, Eighteenth and Nineteenth April and recorded in the said Division of the General Register of Sasines on Eighteenth May, all in the year Nineteen hundred and twenty two; (Three) Disposition by Mrs Jeanie Mackie or Skinner as Trustee thereinmentioned and as an individual with consent thereinmentioned in favour of the said Roxburghe Hotel Limited dated Twelfth and Thirteenth and recorded in the said Division of the General Register of Sasines on Eighteenth, all days of May, Nineteen hundred and fourteen; (Four) Disposition by the Trustees of the late James Wilson in favour of the Ocean Accident and Guarantee Corporation Limited dated Ninth and recorded in the said Division of the General Register of Sasines on Eighteenth, both days of May, Nineteen hundred and twenty one (but only in respect of the subjects described (First) and (Second) therein; (Five) Disposition by General Accident Fire and Life Assurance Corporation Limited in favour of the said Roxburghe Hotel Limited dated Twenty third and recorded in the said Division of the General Register of Sasines on Twenty eighth, both days of September, Nineteen hundred and thirty five; (Six) Disposition by General Accident Fire and Life Assurance Corporation Limited in favour of the said Roxburghe Hotel Limited dated Sixteenth and recorded in the said Division of the General Register of Sasines on Twenty sixth, both days of May, Nineteen hundred and sixty two; and (Seven) Disposition by General Accident Fire and Life Assurance Corporation Limited in favour of the said Roxburghe Hotel Limited dated Twenty third November and recorded in the said Division of the General Register of Sasines on Fourth December, both in the year Nineteen hundred and sixty seven (hereinafter referred to as "the Subjects"); Together with (One) the whole buildings and other erections thereon, (Two) the parts, privileges and pertinents effeiring thereto, (Three) the heritable goodwill of the licensed business carried on from the Subjects and (Four) the Owner's whole right, title and interest present and future in and to the Subjects;

A handwritten signature in dark ink, appearing to be 'W. S. D. H.', written in a cursive style.

M

COMPANIES FORM No. 398

398

Notice of registration in Scotland or Northern Ireland of a charge comprising property situate there

CHA 116

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Pursuant to section 398(4) of the Companies Act 1985

Please complete
legibly, preferably
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bold block lettering

To the Registrar of Companies
(Address overleaf)

Company number

2971215

* insert full name
of company

Name of company

* PARAGON HOTELS LIMITED

IAN JAMES GRAEME LYALL, Partner

of McGrigor Donald, Erskine House, 68-73 Queen Street, Edinburgh, EH2 4NF

§ give date and
parties to charge

certify that the charge§ created by the Standard Security by the Company in favour
of the Governor and Company of the Bank of Scotland dated 27 March 1998

† delete as
appropriate

of which a true copy is annexed to this form was presented for registration on 31 March 19 98
in [Scotland] ~~[Northern Ireland]~~†

Signed

John J. Lyall, Partner, McGrigor Donald

Date 6 April 1998

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

McGrigor Donald
Erskine House
68-73 Queen Street
EDINBURGH
EH2 4NF
DX: 103 EDINBURGH
IJL/8BPAR712

For official Use
Mortgage Section

Post room

Notes

The address for the Registrar of Companies is:-

Companies House
Crown Way
Cardiff
CF4 3UZ

FILE COPY



**CERTIFICATE OF THE REGISTRATION
OF A MORTGAGE OR CHARGE**

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

COMPANY No. 02971215

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A STANDARD SECURITY WHICH WAS PRESENTED FOR REGISTRATION IN SCOTLAND ON 310398 DATED THE 27th MARCH 1998 AND CREATED BY PARAGON HOTELS 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 9th APRIL 1998.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 16th APRIL 1998.


A. HAMILTON
for the Registrar of Companies



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