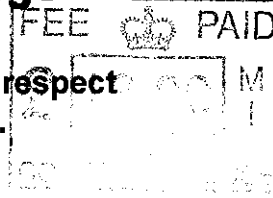


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COMPANIES FORM No. 395

096760/13

Particulars of a mortgage or charge



395

A fee of £13 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

118

02971215

Name of company

* PARAGON HOTELS LIMITED ("Company")

Date of creation of the charge

18 May 2006

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

LEGAL CHARGE ("Charge")

Amount secured by the mortgage or charge

All monies and liabilities (actual or contingent) for the time being due, owing or incurred by the Company to the Bank on any account.

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

THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND ("Bank") whose registered office is at Corporate Banking, 4th Floor, New Ueberior House, 11 Earl Grey Street, Edinburgh

Postcode EH3 9BN

Presenter's name address and reference (if any):
DLA Piper Rudnick Gray Cary UK
101 Barbirolli Square
Manchester
M2 3DL

TBT/HRJ/73898/120003

Time critical reference

For official Use (02/00)
Mortgage Section

Post room



The Company with full title guarantee charges as security for the debt:

- a) by way of legal mortgage the freehold property known as Middle Lodge, Bishopgate Road, Englefield Green ("**Property**");
- b) by way of fixed charge all buildings and other structures on, and items fixed to, the Property;
- c) by way of fixed charge any goodwill relating to the Property or the business or undertaking conducted at the Property;
- d) by way of fixed charge all plant, machinery, and other items affixed to and forming part of the Property on or at any time after the date of this Charge;
- e) by way of assignment the rental sums together with the benefit of all rights and remedies of the Company relating to them to hold to the Bank absolutely subject to redemption upon repayment of the debt;

continued

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 DLA Piper Rudnick Gray Cary UK LLP Date 19/05/06

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)

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

† delete as appropriate

CHFP025

Particulars of a mortgage or charge (continued)

Please do not
write in this
binding margin

Continuation sheet No 1
to Form No 395 and 410 (Scot)

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

Company Number

02971215

Name of Company

PARAGON HOTELS LIMITED ("Company")

Limited*

* delete if
inappropriate

Description of the instrument creating or evidencing the mortgage or charge (continued) (note 2)

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

Please do not
write in this
binding margin

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

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

f) by way of fixed charge the proceeds of any claim made under any insurance policy relating to any of the property charged under this Charge; and

g) if the Company is a company (which shall include an industrial and provident society registered under the Industrial and Provident Society Acts) by way of floating charge all unattached plant, machinery, chattels and goods now or at any time after the date of this Charge on or used in connection with the Property or the business or undertaking conducted at the Property.

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

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 LEGAL CHARGE DATED THE 18th MAY 2006 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 20th MAY 2006.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 23rd MAY 2006.

Paragon



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES