

M

COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

CHFP014

Please do not
write in this
binding margin

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge.



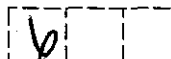
Pursuant to section 395 of the Companies Act 1985

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

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

For official use

Company number



03437534

Name of company

* **The Malmaison Company (Edinburgh) Limited**

* insert full name
of company

Date of creation of the charge

15th MARCH 2001

3-11-00

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

Standard Security

Amount secured by the mortgage or charge

The actual, contingent, present and/or future obligations and liabilities of **MWB Hotel Properties Limited (the "Borrower")** under or pursuant to the Loan Agreement between the Borrower and Hotel Invest UK A/S and all liabilities of the Company pursuant to the Debenture and all liabilities of any Group Company (being a subsidiary or holding company (in each case within the meaning of Section 736 of the Companies Act 1985) of the relevant company or another subsidiary of any such holding company) to **SAS Hotel Management Limited** in respect of fees pursuant to hotel management agreements between such companies and **SAS Hotel Management Limited** to the extent such fees are not paid pursuant to the terms of the Direct Agreement (being an Agreement made between **SAS Hotel Management Limited, Societe Generale, MWB Properties Limited and Malmaison Hotel (Birmingham) Limited** and others) or the **MWB Guarantee** (being a guarantee made between **Marylebone Warwick Balfour Group PLC, SAS Hotel Management Limited** and another)

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

Hotel Invest UK A/S

Amager Boulevard, 70 2300 Kobenhaven, S Denmark

Postcode

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

See 1 in Addendum

ALW/RA759.001

Time critical reference

For official Use
Mortgage Section

m



PMO
COMPANIES HOUSE

P58CEZB2

0047
28/03/01

See Paper Apart

Please do not
write in this
binding margin

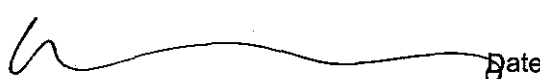
**Please complete
legibly, preferably
in black type, or
bold block lettering**

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

27/3/01

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", "Debentures", "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

Addendum

1. Steedman Ramage
6 Alva Street
Edinburgh EH2 4QQ

ALL and WHOLE (IN THE FIRST PLACE) the subjects at Tower Place/Tower Street, Leith lying for the purposes of registration of writs in the County of Midlothian, shown outlined in red on the plan ("the Plan") annexed and executed as relative to Disposition by International Transport Limited and Forth Ports PLC in favour of the Chargor dated 18th March 1998 and recorded in the Division of the General Register of Sasines applicable to the County of Midlothian on 26th March 1998 (Fiche 759, Frame 1) but only to the extent to which the said subjects form part and portion of (Firstly) ALL and WHOLE that area or piece of ground in the County of Midlothian, with buildings thereon extending to 0.35 acres or thereby lying in Tower Place, Leith aforesaid more particularly described in, disposed by and shown delineated and hatched in red on the plan annexed and executed relative to Disposition by Forth Ports PLC in favour of Forth Property Investments Limited, dated 1st August and recorded in the said Division of the General Register of Sasines on 30th September, both months in 1994 (fiche 2592, Frame 32) and (Secondly) ALL and WHOLE that area or piece of ground in the said County extending to 0.338 acres or thereby lying generally to the south of Tower Street Lane, Leith aforesaid, more particularly described in, disposed by and shown delineated in red on the plan annexed and executed as relative to Disposition by the said Forth Ports PLC in favour of International Transport Limited, dated 28 November 1996 and recorded in the said Division of the General Register of Sasines on 28th March 1997 (Fiche 758, Frame 21); together with (One) the whole servitude rights of access, drainage, water supply and others contained in or referred to in (First) the said Disposition by Forth Ports PLC in favour of Forth Property Investments Limited and (Second) the said Disposition by Forth Ports PLC in favour of International Transport Limited (Two) the fittings and fixtures therein and thereon, (Three) the parts, privileges and pertinents and (Four) the Chargor's whole right, title and interest, present and future, in and to the said subjects (IN THE SECOND PLACE) ALL and WHOLE the subjects at Tower Street/Tower Place, Leith, aforesaid, lying for the purpose of registration of writs in the County of Midlothian, shown outlined in red on the Plan to the extent which the said subjects do not form part and portion of (Firstly) ALL and WHOLE that area or piece of ground in the said County with buildings thereon extending to 0.35 acres or thereby lying in Tower Place, Leith aforesaid more particularly described in, disposed by and shown delineated and hatched in red on the plan annexed and executed relative to said disposition by Forth Ports PLC in favour of Forth Property Investments Limited and (Secondly) ALL and WHOLE that area or piece of ground in the said County extending to 0.338 acres or thereby lying generally to the south of Tower Street Lane, Leith, aforesaid, more particularly described in, disposed by and shown delineated in red on the plan annexed and executed as relative to the said disposition by Forth Ports PLC in favour of International Transport Limited; which subjects (IN THE SECOND PLACE) described form part and portion of ALL and WHOLE the greater subjects known as Leith Docks, Leith, lying for the purpose of registration of writs in the County of Midlothian, said greater subjects being the subjects outlined in red on the plan marked "Plan No. 1" annexed and subscribed relative to Notice of Title in favour of Forth Ports PLC recorded in the said Division of the General Register of Sasines on 10th March 1992; together with (One) the fittings and fixtures therein and thereon (Two) the parts, privileges and pertinents, and (Three) the Chargor's whole right, title and interest, present and future in and to the said subjects (IN THE SECOND PLACE) herein described and (IN THE THIRD PLACE) the dominium directum of ALL and WHOLE the subjects at Tower Street/Tower Place, Leith, aforesaid, lying for the purposes of registration of writs in the County of Midlothian and being the subjects described in and delineated on the plan annexed and executed as relative to Feu Charter by the Commissioners for the Harbour and Docks of Leith, in favour of the Trustees for Leith Sailors Home dated 14th and recorded in the said Division of the General Register of Sasines on 31st both days of July 1883; together with the whole rights (including servitude rights) specified and contained in Deed of Conditions by Forth Ports PLC and International Transport Limited dated 18th March 1998

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

398

Please do not
write in
this margin

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

To the Registrar of Companies
(Address overleaf)

Company number

03437534

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

Name of company

* **The Malmaison Company (Edinburgh) Limited**

* insert full name
of company

we, Steedman Ramage WS

of **6 Alva Street**

Edinburgh

EH2 4QQ

§ give date and
parties to charge

certify that the charge§ **By the Malmaison Company (Edinburgh) Limited in favour of
Hotel Invest UK A/S dated 3rd November 2000**

of which a true copy is annexed to this form was presented for registration on **15th MARCH 2001**
in ~~Scotland~~ ~~Northern Ireland~~

† delete as
appropriate

Signed



Date

27/3/01

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

**Steedman Ramage
6 Alva Street
Edinburgh
EH2 4QQ
DX ED95**

ALW/RA759.001

For official Use
Mortgage Section

Post room

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03437534

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A STANDARD SECURITY WHICH WAS PRESENTED FOR REGISTRATION IN SCOTLAND ON 15 MARCH 2001 AND DATED THE 3rd NOVEMBER 2000 AND CREATED BY THE MALMAISON COMPANY (EDINBURGH) LIMITED FOR SECURING ALL PRESENT AND/OR FUTURE OBLIGATIONS AND LIABILITIES OF MWB HOTEL PROPERTIES LIMITED (THE BORROWER) PURSUANT TO THE LOAN AGREEMENT BETWEEN THE BORROWER AND HOTEL INVEST UK A/S AND ALL LIABILITIES OF THE COMPANY PURSUANT TO THIS DEBENTURE AND ALL LIABILITIES OF ANY GROUP COMPANY TO SAS HOTEL MANAGEMENT LIMITED IN RESPECT OF FEES PURSUANT TO HOTEL MANAGEMENT AGREEMENTS WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 28th MARCH 2001.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 2nd APRIL 2001.

42



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —