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COMPANIES FORM No. 395

Particulars of a mortgage or charge

COMPANIES HOUSE
FEE PAID
EDINBURGH

395

Please do not write in this margin

Pursuant to section 395 of the Companies Act 1985

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

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

For official use

9
Company Number
3437534

* insert full name of
company

Name of company

* **THE MALMAISON COMPANY (EDINBURGH) LIMITED ("THE COMPANY")**

Date of creation of the charge

8 July 2002

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

ASSIGNATION OF STANDARD SECURITY

Amount secured by the mortgage or charge

SEE PAPER APART 1

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

THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND, THE MOUND, EDINBURGH
("THE BANK")

Postcode **EH1 1YZ**

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

**BURNES, 50 LOTHIAN
ROAD, FESTIVAL SQUARE,
EDINBURGH, EH3 9WJ
AHM/BAN/5/421
(doc: 404381)**

Time Critical Reference

For official use:
Mortgage Section

Post room



Short particulars of all the property mortgaged or charged.

Please do not write in this margin

SEE PAPER APART 2

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

Particulars as to commission, allowance or discount (note 3)

NONE

Signed

Bumell

Date:

17/7/2

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, e.g. '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. The address of the Registrar of Companies is: Companies House, Crown Way, Cardiff CF4 3UZ

Papers apart relative to Companies House form 395 (Eng & Wales) in respect of The Malmaison Company (Edinburgh) Limited registered number 3437534

“Secured Obligations” means the actual, contingent, and/or future obligations and liabilities of the Borrower under or pursuant to the Financing Documents and all liabilities of the Company pursuant to the Charge.

“the Borrower” means MWB Malmaison Holdings Limited (registered number 3917393) whose registered office is at 179 Great Portland Street, London, W1N 6LS.

“Financing Documents” means a Financing Document as defined in the Credit Agreement as said Financing Document may be amended, supplemented, novated, restated or replaced from time to time (including supplements for further advances).

“Credit Agreement” means the credit agreement dated 3 November 2000 between amongst others the Borrower, the Banks (as defined therein) and Société Générale as Facility Agent and Security Trustee as the same may be amended, supplemented, novated, restated or replaced from time to time.

“Société Générale” means Société Générale, SG House, 41 Tower Hill, London, EC3N 4SG.

Paper apart 1 - amount secured by the charge

The amount secured by the Charge is the Secured Obligations.

Paper part 2 - short particulars of the property charged

The Malmaison Hotel, Tower Place/Tower Street, Leith, Edinburgh in the County of Midlothian.

COMPANIES FORM No. 398**M****398****Certificate of registration in
Scotland or Northern Ireland
of a charge comprising property
situate there***Please do not write in this
margin*

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

*Please complete legibly,
preferably in black type,
or bold black lettering*To the Registrar of Companies
(Address overleaf)Company Number
3437534

For official use

Name of company

** insert full name of
company**** THE MALMAISON COMPANY (EDINBURGH) LIMITED ("THE COMPANY")****RICHARD VEITCH RENNIE**

of

BURNESS, 50 LOTHIAN ROAD, FESTIVAL SQUARE, EDINBURGH, EH3 9WJ*give date and parties
to charge*

certify that the charges

**ASSIGNATION OF STANDARD SECURITY BETWEEN SOCIÉTÉ GÉNÉRALE AND THE
GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND DATED 26 JUNE 2002***= delete as
appropriate*of which a true copy is annexed to this form was presented for registration on 8 July 2002
in ~~/Scotland/~~ ~~/Northern Ireland/~~ =

Signed



Date

17/7/2

Presentor's name address and
reference (if any):**BURNESS, 50 LOTHIAN RD,
FESTIVAL SQUARE,
EDINBURGH, EH3 9WJ
AHM/BAN/5/421
DOC: 404385**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 8 JULY 2002 AND DATED THE 26th JUNE 2002 AND CREATED BY THE MALMAISON COMPANY (EDINBURGH) LIMITED FOR SECURING ALL OBLIGATIONS AND LIABILITIES DUE FROM MWB MALMAISON HOLDINGS LIMITED (THE "BORROWER") TO THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND UNDER THE TERMS OF THE AFOREMENTIONED INSTRUMENT CREATING OR EVIDENCING THE CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 17th JULY 2002.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 22nd JULY 2002.

Pos Sam



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES