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CHFP041

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

* Insert full name
of company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

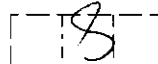
A fee of £10 is payable to Companies House in respect of
each register entry for a mortgage or charge.

395

002927 / 10

To the Registrar of Companies
(Address overleaf - Note 6)

For official use Company number



04588795

Name of company

* TLLC BRIDGECO3 LIMITED

Date of creation of the charge

19 December 2003

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

Standard Security

Amount secured by the mortgage or charge

See Paper Apart 1

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

The Royal Bank of Scotland PLC, Fifth Floor, 135 Bishopsgate, London

Postcode

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

Samle Fraser WS
80 George Street
Edinburgh EH2 3BU
ED447 -

For official use
Mortgage section

Post room



A19
COMPANIES HOUSE

0185
24/12/03

Time critical reference

Short particulars of all the property mortgaged or charged

The tenant's interest under the Lease between Silverfern (St Mary's) Limited and Forte (UK) Limited dated 26th and 29th April 1999 and recorded in the Division of the General Register of Sasines for the County of Midlothian and registered in the Books of Council and Session on 5th May 1999 of the Travelodge, 33 St Mary's Street, Edinburgh.

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

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge. (See Note 5)

Particulars as to commission allowance or discount (note 3)

N/A

Signed

Samuel Hare WS

Date

23/12/03

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", "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. 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 CF4 3UZ.

Paper Apart 1

All money or liabilities due, owing or incurred to the Finance Parties or any of them (and their respective successors and assignees) by the Company or by any other Obligor (or any of them) under the Finance Documents (or any of them) at present or in the future in any manner, whether actual or contingent, whether incurred solely or jointly with any other person and whether as principal, guarantor or surety together with all interest accruing thereon except for any money or liability which if it were so included would cause the infringement of section 151 of the Companies Acts 1985.

Definitions

"Credit Agreement" means a credit agreement dated 18 December 2002 (as amended and restated from time to time) among TLLC Holdings² Limited as the Ultimate Parent, The Royal Bank of Scotland PLC as the Arranger, The Royal Bank of Scotland PLC and others as Lenders and The Royal Bank of Scotland PLC as the Facility Agent and Security Agent;

"Finance Documents" means the Finance Documents as defined in the Credit Agreement;

"Finance Parties" means the Finance Parties as defined in the Credit Agreement;

"Obligors" means the Obligors as defined in the Credit Agreement;

Sample from WS



COMPANIES FORM No. 398

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

398

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

Please do not
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Please complete
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bold block lettering

* Insert full name
of company

To the Registrar of Companies
(Address overleaf)

For official use

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Company number

04588795

Name of company

* TLLC BRIDGECO3 LIMITED

I, Angus Duncan MacRae, Solicitor

of 80 George Street, Edinburgh, EH2 3BU

† give date and
parties to charge

certify that the charge† being a Standard Security by TLLC Bridgeco3 Limited in
favour of The Royal Bank of Scotland PLC dated 9 December 2003

† delete as
appropriate

of which a true copy is annexed to this form was presented for registration on 19 December 2003
in [Scotland] ~~[Northern Ireland]~~†

Signed

Date 23/12/03

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

Semple Fraser WS
80 George Street
Edinburgh
EH2 3BU
ED447 -

ADM/DWL/1011/52

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. 04588795

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A STANDARD SECURITY WHICH WAS PRESENTED FOR REGISTRATION IN SCOTLAND ON 19 DECEMBER 2003 AND DATED THE 9th DECEMBER 2003 AND CREATED BY TLLC BRIDGEC03 LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY OR FROM ANY OTHER OBLIGOR TO ANY SECURED PARTY 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 24th DECEMBER 2003.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 31st DECEMBER 2003.

Math P



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES