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COMPANIES FORM No. 395

390328/13

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

114

04588795

Name of company

* TLLC Bridgeco3 Limited (the "Company")

Date of creation of the charge

7 December, 2006

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

Assignment of Rents dated 1 December, 2006 (date of execution) and
Intimation dated 7 December, 2006 (being the date of creation of Charge).

Amount secured by the mortgage or charge

The Indebtedness which is defined as:-

"Indebtedness" means all money or liabilities due, owing or incurred to any Secured Party by any Charging Company or any other Obligor under any Finance Document 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 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 Act, 1985.

(For other definitions, see Paper Apart).

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

The Royal Bank of Scotland plc, 36 St Andrew Square, Edinburgh for itself as a Secured Party and as Security Trustee for the other Secured Parties (see Paper Apart for definitions).

Postcode

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

McGrigors LLP

Princes Exchange

1 Earl Grey Street

EDINBURGH EH3 9AQ

DX 723301, EDINBURGH 43

IJL/00005R.002225

Time critical reference

For official Use
Mortgage Section

WEDNESDAY

WEDNESDAY



A05

AV0MMLIQ

20/12/2006

COMPANIES HOUSE

656

A06

A077ZLBJ

13/12/2006

COMPANIES HOUSE

647

Short particulars of all the property mortgaged or charged

The Rental Income (as defined in the Facilities Agreement) payable under the Occupational Leases affecting those leasehold subjects known as The Travelodge, 33 St Mary's Street, Edinburgh (Title Number MID53909).

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)

None.

Signed

Date 12/12/06

On behalf of ~~XXXXXXXXXXXX~~ [chargee] †

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

† 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 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

TLLC Bridgeco3 Limited (Company Number 04588795)

Paper Apart to Form 395

"Charging Companies" means the Company and each of

TLLC Propholdco2 Limited (Company Number 4588793),
TLLC BridgeCo4 Limited (Company Number 4589577),
TLLC BridgeCo7 Limited (Company Number 4589460),
TLLC BridgeCo8 Limited (Company Number 4589453),
TLLC BridgeCo9 Limited (Company Number 4589583),
TLLC Devco 1 Limited (Company Number 4588941),
TLLC Spareco Limited (Company Number 4589013), and
TLLC Sparepropco Limited (Company Number 5173946);

"Facility Agent" means The Royal Bank of Scotland plc, 36 St Andrew Square, Edinburgh as facility agent of the other Finance Parties;

"Facilities Agreement" means the Propco Facilities Agreement dated 9 November, 2006 entered into, amongst others, by the Parent, TLLC Propholdco 2 Limited as the borrower, The Royal Bank of Scotland plc and Barclays Capital (the investment division of Barclays Bank PLC) as the mandated lead arrangers and The Royal Bank of Scotland plc as the facility agent and the security agent under which the Lenders (as defined in the Facilities Agreement) have agreed to make available a loan facility to TLLC Propholdco2 Limited;

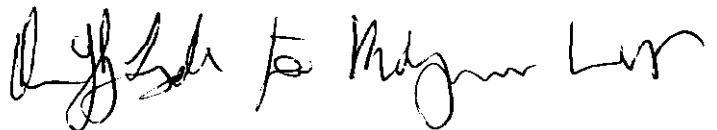
"Finance Parties" means the finance parties as defined in the Facilities Agreement;

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

"Parent" means Full Moon Holdco 3A Limited, a company incorporated in England with Company Number 5945973 and having its Registered Office at Sleepy Hollow, Aylesbury Road, Thame, Oxon, OX9 3AT;

"Secured Parties" means the Finance Parties;

"Security Agent" means The Royal Bank of Scotland plc, having its registered office at 36 St Andrew Square, Edinburgh for itself as a Secured Party and as security trustee for the other Secured Party.



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 AN ASSIGNATION OF RENTS DATED 1 DECEMBER 2006 AND INTIMATION DATED DATED THE 7th DECEMBER 2006 AND CREATED BY TLLC BRIDGECO3 LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM ANY CHARGING COMPANY OR ANY OTHER OBLIGOR TO ANY SECURED PARTY ON ANY ACCOUNT WHATSOEVER 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 20th DECEMBER 2006.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 22nd DECEMBER 2006.

Handwritten signature



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —