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Please do not write in
this marginPlease 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

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

Name of company

1181

4588795

* TLLC BRIDGECO3 LIMITED ("THE ASSIGNOR")

Date of creation of the charge

03 August 2007

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

ASSIGNATION OF RENTS

Amount secured by the mortgage or charge

SEE PAPER APART

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

THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND, THE MOUND, EDINBURGH

FOR ITSELF AND AS AGENT AND SECURITY TRUSTEE FOR THE FINANCE PARTIES

Postcode EH1 1YZ

Presenter's name, address
and reference (if any)Brodies LLP
15 Atholl Crescent
Edinburgh EH3 8HA
(BAN2 121)

For official use (02/06)

Mortgage Section

Post room

TUESDAY



A47

14/08/2007

382

COMPANIES HOUSE

Time critical reference

AMK

000161/13

395

Short particulars of all the property mortgaged or charged

Please do not write in this margin

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

THE ASSIGNOR'S WHOLE ENTITLEMENT TO RECEIVE FROM THE SUB-TENANT AND FROM ANY OTHER RELEVANT THIRD PARTY (AS APPROPRIATE) THE RENTAL INCOME

SUB-TENANT MEANS THE SUB-TENANT FOR THE TIME BEING AND FROM TIME TO TIME UNDER THE SUB-LEASE

SUB-LEASE MEANS THE SUB-LEASE OF THE PROPERTY INTEREST BETWEEN THE ASSIGNOR, AS TENANT, AND TRAVELODGE HOTELS LIMITED, AS SUB-TENANT, DATED ON OR ABOUT THE DATE OF THE ASSIGNATION OF RENTS.

PROPERTY INTEREST MEANS ALL AND WHOLE THE LEASEHOLD SUBJECTS KNOWN GENERALLY AS 33 ST MARY'S STREET, EDINBURGH EH1 1TA PURSUANT TO A LEASE BETWEEN SILVERFERN (ST MARY'S) LIMITED AND FORTE UK LIMITED DATED 26 AND 29 APRIL AND RECORDED IN THE GENERAL REGISTER OF SASINES AND IN THE BOOKS OF COUNCIL AND SESSION ON 5 MAY 1999 AND MINUTE OF VARIATION BETWEEN SILVERFERN (ST MARY'S) LIMITED AND THE ASSIGNOR DATED 6 & 9 MARCH 2007 BEING THE SUBJECTS THE ASSIGNOR'S INTEREST IN WHICH (AS REGISTERED TENANT) IS REGISTERED IN THE LAND REGISTER UNDER TITLE NUMBER MID53909

RENTAL INCOME MEANS ANY AMOUNTS PAYABLE TO OR FOR THE ACCOUNT OF THE ASSIGNOR UNDER OR IN CONNECTION WITH THE SUB-LEASE

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

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

N/A

Signed

per from, member
ON BEHALF OF BRIDIA UP

Date 13/8/7

† delete as appropriate

On behalf of [company] [mortgagee/chargee]†

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 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 are to be made payable to **Companies House**
- 6 The address of the Registrar of Companies is Companies House, Crown Way, Cardiff CF14 3UZ DX 33050 Cardiff

Paper Apart to Form 395

TLLC BRIDGECO3 LIMITED

REGISTERED NUMBER: 4588795

Amount secured by the mortgage or charge.

ALL SUMS THAT ARE DUE OR THAT MAY BECOME DUE BY THE ASSIGNOR TO THE SECURITY AGENT AND THE FINANCE PARTIES UNDER THE FACILITY AGREEMENT EXCEPT FOR ANY OBLIGATION WHICH IF IT WERE SO INCLUDED WOULD RESULT IN THE ASSIGNATION OF RENTS CONTRAVENING ANY LAW INCLUDING SECTION 151 OF THE COMPANIES ACTS 1985, ALL AS MORE PARTICULARLY DESCRIBED IN THE SECURITY AGREEMENT

WORDS AND EXPRESSIONS NOT OTHERWISE DEFINED IN THIS FORM 395 SHALL HAVE THE MEANINGS GIVEN TO THEM IN THE FACILITY AGREEMENT

FACILITY AGREEMENT MEANS THE £116,400,000 FACILITY AGREEMENT DATED 26 APRIL 2007 BETWEEN (AMONG OTHERS) THE COMPANY AND THE SECURITY AGENT (AS AMENDED, SUPPLEMENTED, VARIED OR RESTATED FROM TIME TO TIME) AND TO WHICH THE ASSIGNOR HAS OR WILL ACCEDE AS AN ADDITIONAL GUARANTOR (AS SUCH TERM IS DEFINED IN THE FACILITY AGREEMENT)

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 THE 3rd AUGUST 2007 AND CREATED BY TLLC BRIDGEC03 LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND FOR ITSELF AND AS AGENT AND SECURITY TRUSTEE FOR THE FINANCE PARTIES AND THE FINANCE PARTIES 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 14th AUGUST 2007

GIVEN AT COMPANIES HOUSE, CARDIFF THE 21st AUGUST 2007

Handwritten signature



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES