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COMPANIES FORM No. 395

395

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Please do not
write in
this margin

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

* insert full name
of Company

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

17

4588795

Name of company

* TLLC BRIDGECO3 LIMITED ("the Chargor")

Date of creation of the charge

31 JULY 2007

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

STANDARD SECURITY ("the charge")

Amount secured by the mortgage or charge

See Paper Apart 1

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

The Governor and Company of the Bank of Scotland

The Mound

Edinburgh, Scotland ("Security Agent")

Postcode EH1 1YZ

Presenter's name address and
reference (if any)

L Brodie's LLP
15 Ayrholm Crescent
Edinburgh
EH3 8HA

Time critical reference

For official Use (02/06)
Mortgage Section

Post room

TUESDAY



AFGR5RWO

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07/08/2007

291

COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

See Paper Part 2

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)

N/A

Signed

Date

On behalf of [company] [mortgagee/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 situated 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 are to be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is Companies House, Crown Way, Cardiff CF14 3UZ.

Paper Apart Form 395, signed on 6 Aug 3 2007 re Standard Security created on 31 July 2007

TLLC BRIDGECO3 LIMITED - 4588795

PAPER APART 1 - Amount Secured by the charge

All present and future obligations and liabilities (whether actual or contingent and whether owed jointly or severally or in any other capacity whatsoever) of the Chargor to any Finance Party under the Finance Documents including but not limited to all sums that are due or may become due by the Chargor 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 this standard security contravening any law including section 151 Companies Act 1985 (the "Secured Liabilities")

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PAPER APART 2 - Short Particulars of all the property charged

The Chargor's entire right, title and interest (present and future) over 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 & 29 April and recorded in the General Register of Sasines and the Books of Council and Session on 5 May 1999 and minute of variation between Silverfern (St Mary's) Limited and the Chargor dated 6 and 9 March 2007 being the subjects the Chargor's interest in which (as registered tenant) is registered in the Land Register of Scotland under Title Number MID53909 together with (1) the parts, privileges and pertinents thereof, (2) the whole right, title and interest of the Chargor in and to the subjects secured and (3) the heritable fixtures and fittings therein and thereon

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Definitions

"Facility Agreement" means the £116,400,000 facility agreement dated 26 April 2007 between (among others) Prestbury Hotels Finance Limited as borrower, and the Security Agent (as amended, supplemented, varied or restated from time to time) and to which the Chargor has or will accede as an Additional Guarantor (as such term is defined in the Facility Agreement),

"Finance Documents" has the meaning given to it in the Facility Agreement,

"Finance Parties" has the meaning ascribed thereto in the Facility Agreement,

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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
write in
this margin

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

To the Registrar of Companies
(Address overleaf)

For official use

Company number

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4588795

Name of company

* insert full name
of company

* TLLC BRIDGECO3 LIMITED (the "Chargor")

James Ian Roscoe

of Brodies LLP

15 Atholl Crescent

Edinburgh

EH3 8HA

* give date and
parties to charge

certify that the charge * dated 17 July 2007 and granted by the Chargor in favour of The Governor

and Company of the Bank of Scotland

of which a true copy is annexed to this form was presented for registration on 31st July 2007

† delete as
appropriate

in [Scotland] ~~(Northern Ireland)~~ †

Signed



Date

6 August 2007

Presenter's name address and
reference (if any)

For official Use (02/06)
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 31ST JULY 2007 AND DATED THE 17th JULY 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 (SECURITY AGENT) 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 7th AUGUST 2007

GIVEN AT COMPANIES HOUSE, CARDIFF THE 10th AUGUST 2007.

A handwritten signature in black ink, appearing to be 'R. B.' or similar.



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES