

M

COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

CHWP000

Please do not
write in
this marginPlease 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.**

Pursuant to section 395 of the Companies Act 1985

C10875120

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

For official use

Company number

2

05151792

Name of company

* insert full name
of Company

* London Town Hotels (Investments) Limited

Date of creation of the charge

✓ 6 August 2004

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

S Debenture

Amount secured by the mortgage or charge

11 All or any moneys and liabilities which for the time being (and whether on or at any time after demand) be due owing or incurred in whatsoever manner to the Bank by the Company whether actually or contingently solely or jointly and whether as principal or surety and whether or not the Bank shall have been an original party to the relevant transaction and including interest, discount, commission and (on a full indemnity basis) other lawful charges or expenses which the Bank may in the course of its business charge or incur in respect of any of those matters or for keeping the Company's account so that interest shall be computed and compounded according to the Bank's usual rates and practice as well after as before any demand made or obtained under the Debenture.

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

G The Governor and Company of the Bank of Scotland, Business Banking Operations, 2nd Floor,
Citymark, 150 Fountainbridge, Edinburgh

Postcode EH3 9PE

Presenter's name address and
reference (if any) :GSC Solicitors, 31-32 Ely Place,
London EC1N 6TD
Ref: PLB/B40.110For official Use
Mortgage Section

Post room

A02
COMPANIES HOUSE0749
12/08/04

Time critical reference

Short particulars of all the property mortgaged or charged

The Company charges to the Bank with full title guarantee and as continuing security for the payment or discharge of the secured liabilities:

1. By way of legal mortgage all estates or interests in the freehold and leasehold property described in the Schedule to the Debenture together with all present and future buildings, fixtures (including trade and tenants fixtures) plant and machinery which are at any time on any such property.

2. By way of Fixed Charge:

2.1 all estates or interests in any freehold or leasehold property belonging to the Company now or at any time after the date of the Debenture (other than any property charged in terms of paragraph 1 above) together with all buildings, fixtures (including trade and tenant's fixtures), plant and machinery which are at any time on the property;

2.2 all the Company's present and future interest in or over land or the proceeds of sale of it and all the Company's present and future licences to enter upon or use land and the benefit of all other agreements relating to land to which the Company is or may become a party or otherwise entitled and all fixtures (including trade and tenants fixtures) plant and machinery which are at any time on the property charged under the Debenture;

PLEASE SEE CONTINUATION SHEET

Please do not write in this margin

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

01.

Particulars as to commission allowance or discount (note 3)

None

Signed

Date

11/8/04

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

A fee of £10 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 Cheques and Postal Orders are to be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is:-

CHWP000

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binding margin

COMPANIES FORM No. 395 (Cont.) AND FORM No. 410 (Scot)(Cont.)

Particulars of a mortgage or charge
(continued)

Continuation sheet No _____
to Form No 395 and 410 (Scot)

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

Company number

05151792

Name of company

London Town Hotels (Investments) Limited

Limited *

* delete if
inappropriate

Description of the instrument creating or evidencing the mortgage or charge (continued) (note 2)

Amount due or owing on the mortgage or charge (continued)

Please do not
write in this
binding margin

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

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binding margin

Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)

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

2.3•all present and future plant and machinery not otherwise charged under this paragraph 2 and all the Company's other present and future chattels (excluding any for the time being forming part of the Company's stock in trade or work in progress);

2.4•all present and future stocks, shares and other securities owned (at law or in equity) by the Company and all rights and interest accruing or offered at any time in relation to them;

2.5•all rights and interest in and claims under all policies of insurance and assurance held or to be held by the Company or insuring to the Company's benefit and the benefit of all rights and claims to which the Company is now or may in the future be entitled under any contracts;

2.6•all patents, patent applications, trademarks, trademark applications, trading names, brand names, service marks, copyrights, rights in the nature of copyright, moral rights inventions, design rights, registered designs, all trade secrets and know how, computer rights, programs, systems, tapes, discs, software, all applications for registration of any of them and other intellectual property rights held or to be held by the Company in which the Company may have an interest and the benefit of all present and future agreements relating to the use of or licensing or exploitation of any such rights (owned by the company or others) and all present and future fees, royalties or similar income derived from or incidental to any of the foregoing in any part of the world;

2.7•all the Company's goodwill and uncalled capital for the time being;

2.8•all the Company's present and future book and other debts and monetary claims whether payable now or in the future and the benefit of all the Company's present and future rights and claims against third parties relating to them and capable of being satisfied by the payment of money (save as charged under paragraph 2.5 above);

2.9•all the Company's present and future bank accounts, cash at bank and credit balances with any bank or other person whatsoever and all rights relating or attaching to them (including the right to interest).

3.•By way of floating charge all the Assets (i.e. meaning the whole of the property (including uncalled capital) which is or may be from time to time comprised in the property and undertaking of the Company) not otherwise effectively mortgaged, charged or assigned by the Debenture, (including without limitation, any of the Company's immovable property in Scotland and any Assets in Scotland falling within any of the types mentioned in paragraph 2.2 above).

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

Pursuant to section 401(2) of the Companies Act 1985

COMPANY No. 05151792

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 6th AUGUST 2004 AND CREATED BY LONDON TOWN HOTELS (INVESTMENTS) LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 12th AUGUST 2004.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 16th AUGUST 2004.

P. Angels



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES