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COMPANIES FORM No. 395

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.

CHFP025

Please do not write in this margin

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

*insert full name of Company

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number

[5][1][1][1]

05895613

Name of company

* INN INVESTMENT LIMITED (the "Chargor")

Date of creation of the charge

Dated 19th December 2006 and created 5th January 2007

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

Assignment of Rental Income

Amount secured by the mortgage or charge

The payment and discharge of all and any monies, obligations and liabilities now or in the future due, owing or incurred by any Obligor to the Finance Parties (or any of them) in whatever currency denominated whether actually or contingently and whether alone or jointly with any other person and whether as principal or surety under the Finance Documents including all interest, commissions, fees and all legal and other costs, charges and expenses which the Finance Parties (or any of them) may charge any Obligor or incur under any Finance Document.

Words and expressions not defined in this Form 395 shall have the meanings ascribed to them in the Schedule hereto.

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

ANGLO IRISH BANK CORPORATION PLC, 10 Old Jewry, London as security agent and trustee for the Finance Parties (the "Security Agent")

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

Tods Murray LLP
Edinburgh Quay
133 Fountainbridge
Edinburgh
EH3 9AG

JAF.A00560.1061

Time critical reference

For
Mort

TUESDAY

WED



PGRX7000 829
PMO 10/1/07
COMPANIES HOUSE
ASV1AMNH 389
A70 30/01/2007
COMPANIES HOUSE
A12 10/01/2007
COMPANIES HOUSE
SKS66M35 44
SCT 10/01/2007
COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

The Chargor's whole right, title and interest, present and future, in and to the rent and all other monies due and to become due to the Chargor in terms of the lease of the property known as 18 Shawton Road, Chapelton, Strathaven as the said lease may be amended, supplemented or varied in any way from time to time.

Please do not
write in
this margin

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

T

Particulars as to commission allowance or discount (note 3)

N/A

Signed Jayce Gene for Tavis Murray Ltd Date 10 January 2007

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 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

This is the Schedule referred to in the foregoing Form 395

"Bankside Facilities Agreement" means the facilities agreement dated 27 November 2006 made between, *inter alia*, Bankside Developments Limited as borrower and Anglo Irish Bank Corporation plc as original lender, arranger, facility agent, security agent and hedge counterparty together with any subsequent variations thereto or replacements or amendments thereof.

"Finance Documents" means the Finance Documents as defined in the Bankside Facilities Agreement and the Finance Documents as defined in the Inn Investment Facilities Agreement.

"Finance Parties" means the Finance Parties as defined in the Bankside Facilities Agreement and the Finance Parties as defined in the Inn Investment Facilities Agreement.

"Inn Investment Facilities Agreement" means the facilities agreement dated 27 November 2006 made between, *inter alia*, the Chargor as borrower and Anglo Irish Bank Corporation plc as original lender, arranger, facility agent, security agent and hedge counterparty together with any subsequent variations thereto or replacements or amendments thereof.

"Obligor" means:-

- (i) Bankside Developments Limited (registered number 4111631);
- (ii) London Town plc (registered number 2287654);
- (iii) the Chargor;
- (iv) Draught Development Limited (registered number 5969627);
- (v) Inn Portfolio (registered number 5969664).

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 05895613

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT AN ASSIGNATION OF RENTAL INCOME CREATED 5TH JANUARY 2007 AND DATED THE 19th DECEMBER 2006 AND CREATED BY INN INVESTMENT LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM ANY OBLIGOR TO THE FINANCE PARTIES OR ANY OF THEM 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 10th JANUARY 2007.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 7th FEBRUARY 2007.

17/2/07



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES