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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.

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number

4111

05990905

Name of company

* Malmaison and Hotel Du Vin Property Holdings Limited (formerly known as Finlaw 548 Limited) ("the Company")

Date of creation of the charge

19 April 2007 (13 APRIL 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, incorporated by Act of Parliament and acting through its office at 3-5 Albyn Place, Aberdeen as Security Trustee ("Security Trustee")

Postcode AB10 1PY

Presentor's name address and reference (if any)

Burness LLP
50 Lothian Road
Festival Square
Edinburgh
EH3 9WJ

Time critical reference

LMR/BAN/5/2150 (1515541)

For official Use (06/2005)

Mortgage Section

Post room



PMO

PGK8F00C
8/5/07
COMPANIES HOUSE

119

Short particulars of all the property mortgaged or charged

See Paper Apart 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


for and on behalf of **Burness LLP**

Date 8 5 07

On behalf of ~~XXXXXXXXXXXXXXXXXXXX~~ [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**

Paper Apart 1

Malmaison and Hotel Du Vin Property Holdings Limited (formerly known as Finlaw 548 Limited) (05990905)

In this Paper Apart 1 -

- “Facility Agreement” means the Facility Agreement dated on or about 13 April 2007 made between (i) the Company as Borrower, (ii) the Companies listed in Part A of Schedule 1 thereto as Guarantors, (iii) The Governor and Company of the Bank of Scotland and The Royal Bank of Scotland plc as original lenders, (iv) The Governor and Company of the Bank of Scotland as Security Trustee and (v) The Governor and Company of the Bank of Scotland and The Royal Bank of Scotland plc as hedging banks as amended, novated or supplemented from time to time
- “Finance Documents” means finance documents as defined in the Facility Agreement,
- “Finance Parties” means Finance Party as defined in the Facility Agreement,
- “Secured Liabilities” means the monies, obligations and liabilities of the Company to the Finance Parties undertaken to be discharged or paid under the undertaking by the Company to the Security Trustee to discharge on demand validly made under the Finance Documents from time to time all its obligations and liabilities to each of the Finance Parties of any kind and in any currency (whether present or future, actual or contingent and whether as principal or surety or incurred alone or jointly with another) under the Finance Documents,

The amount secured by the mortgage or charge is the Secured Liabilities

Paper Apart 2

Malmaison and Hotel Du Vin Property Holdings Limited (formerly known as Finlaw 548 Limited) (05990905)

ALL and WHOLE the Company's interest in a lease between The Malmaison and Hotel Du Vin European Limited Partnership acting through its general partner Malmaison Europe General Partner Limited dated on or around the date hereof of ALL and WHOLE the subjects known as Malmaison Glasgow, 160 Pitt Street, Glasgow and 278 West George Street, Glasgow being the subjects registered in the Land Register of Scotland under Title Numbers GLA 104488 and GLA 104489

M

COMPANIES FORM No. 398

Notice of registration in Scotland or Northern Ireland of a charge comprising property situate there

398

CHFP025

Please do not
write in
this margin

Pursuant to section 398(4) of the Companies Act 1985

COMPANIES HOUSE
FEE PAID
EDINBURGH

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

To the Registrar of Companies
(Address overleaf)

Company number

05990905

Name of company

* insert full name
of company

* Malmaison and Hotel Du Vin Property Holdings Limited (formerly known as
Finlaw 548 Limited)

| Lucinda Mary Reekie

of Burness LLP, 50 Lothian Road, Festival Square, Edinburgh

§ give date and
parties to charge

certify that the charge § comprising a Standard Security by Finlaw 548 Limited in
favour of The Governor and Company of the Bank of Scotland as Security Trustee
dated 13 April 2007

of which a true copy is annexed to this form was presented for registration on 19 April 2007

† delete as
appropriate

in [Scotland] ~~XXXXXXXXXX~~

Signed

Lucy M Reekie

Date 6/5/07

Presentor's name address and
reference (if any)

Burness LLP
50 Lothian Road
Festival Square
Edinburgh
EH3 9WJ

ED73 Edinburgh
LMR/BAN/5/2150 (1515448)

For official Use
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 05990905

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A STANDARD SECURITY WHICH WAS PRESENTED FOR REGISTRATION IN SCOTLAND ON THE 19/04/07 AND DATED THE 13th APRIL 2007 AND CREATED BY MALMAISON AND HOTEL DU VIN PROPERTY HOLDINGS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO 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 8th MAY 2007

GIVEN AT COMPANIES HOUSE, CARDIFF THE 11th MAY 2007.



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES