

M

COMPANIES FORM No. 395

00400041

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

13

FC026279 - BR008433

Name of company

* Wentworth Propco 1 Limited (the "Company")
Please refer to Part A of the attached Paper Apart for further details

Date of creation of the charge

~~3 April 2007~~ 30 MARCH 2007

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

Standard Security (the "Charge")
Which was presented for registration in Scotland on
3 April 2007 and

Amount secured by the mortgage or charge

Please refer to Part B of the attached Paper Apart

For definitions in this Form 395, please refer to the attached Paper Apart.

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

Please refer to Part C of the attached Paper Apart.

Postcode

Presenter's name address and reference (if any)
CMS Cameron McKenna LLP
101 George Street
Edinburgh
EH2 3ES

NIDD/MAMC/SJJ/0X1991 10036

Time critical reference

For official Use (06/2005)

Mortgage Section

Post room

THURSDAY



A31

A7VFSONU

12/04/2007

COMPANIES HOUSE

538

Short particulars of all the property mortgaged or charged

ALL and WHOLE the subjects at Overton Circle, Dyce, Aberdeen (AB21 7AZ), known as Marriott Aberdeen Hotel, and registered in the Land Register of Scotland under Title Number ABN84569.

Please do not write in this margin

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

D

Particulars as to commission allowance or discount (note 3)

Nil

Signed CMS Cameron McKenna LLP Date 03/04/07

On behalf of ~~XXXXXXXXXXXX~~ [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 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 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 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 Paper Apart referred to in the foregoing Form M395 in respect of Wentworth Propco 1 Limited, dated 3 April 2007

PART A NAME OF COMPANY

WENTWORTH PROPCO 1 LIMITED a company incorporated under the laws of the British Virgin Islands (Registration Number 1064146/FC026279)

PART B AMOUNT SECURED BY THE MORTGAGE OR CHARGE

All present and future obligations and liabilities (whether actual or contingent and whether owed jointly or severally in any other capacity whatsoever) of each Chargor to the Secured Parties under each Secured Document to which that Chargor is a party, except for any obligation which, if it were so included, would result in the Charge contravening Section 151 of the Companies Act 1985, and constituting the Secured Liabilities in terms of the Security Agreement (4)

The Company shall free, relieve and indemnify and keep indemnified the Security Agent from and against any loss, costs, charges, claims or expenses or others whatsoever arising out of the Charge or by actions taken under the Charge

PART C NAMES AND ADDRESSES OF THE MORTGAGEES OR PERSONS ENTITLED TO THE CHARGE

The Royal Bank of Scotland plc acting through its branch at One Hundred and Thirty Five Bishopsgate, London EC2M 9UR and its successors and assignees whomsoever as agent and trustee (hereinafter with its successors and assignees as agent and trustee referred to as the "Security Agent") for the Secured Parties

The following definitions and interpretation provisions will apply in relation to this Paper Apart and the foregoing Form 410 and terms as defined in the foregoing Form 410 will apply to this Paper Apart:

"Chargor": has the meaning defined or referred to in the Security Agreement,

"Secured Document": has the meaning defined or referred to in the Security Agreement,

"Secured Liabilities": has the meaning defined or referred to in the Security Agreement,

"Secured Parties": has the meaning defined or referred to in the Security Agreement, and

"Security Agreement": means a security agreement dated 30 March 2007 between, inter alios, the Chargor and the Security Agent for the Secured Parties (including any further security agreement or supplemental security agreement entered into by the Company and any other Chargor in favour of the Security Agent)

Capitalised Terms and expressions used in the Charge shall have the same meanings and definitions as those ascribed thereto in the Security Agreement unless otherwise defined herein

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COMPANIES FORM No. 398

398

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

CHFP025

Please do not
write in
this margin

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

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

To the Registrar of Companies
(Address overleaf)

Company number

FC026279/ BR008433

Name of company

* Wentworth Propco 1 Limited (BVI Company Number 1064146)

* insert full name
of company

| Maria-Alaina McKenna

of CMS Cameron McKenna LLP, 101 George Street, Edinburgh, EH2 3ES

§ give date and
parties to charge

certify that the charge § dated 30 March 2007 granted by the company in favour of The Royal Bank of Scotland plc ("RBS") as agent and trustee for the Secured Parties (as defined in a security agreement between the Company and RBS in such capacity dated 30/03/07)

of which a true copy is annexed to this form was presented for registration on 03 April 2007
in [Scotland] ~~XXXXXXXXXXXX~~

† delete as
appropriate

Signed



Date 03/04/07

Presenter's name address and
reference (if any)

CMS Cameron McKenna LLP
101 George Street
Edinburgh
EH2 3ES

DX ED194 EDINBURGH
(3472663) MAMC/OX1991.10036

For official Use
Mortgage Section

Post room

Notes

The address for the Registrar of Companies is -

Companies House
Crown Way
Cardiff
CF14 3UZ

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No FC026279

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A STANDARD SECURITY WHICH WAS PRESENTED FOR REGISTRATION IN SCOTLAND ON 3 APRIL 2007 AND DATED THE 30th MARCH 2007 AND CREATED BY WENTWORTH PROPCO 1 LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM EACH CHARGOR TO THE SECURED 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 12th APRIL 2007

GIVEN AT COMPANIES HOUSE, CARDIFF THE 19th APRIL 2007

Langels



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES