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COMPANIES FORM No. 410(Scot)

## Particulars of a charge created by a company registered in Scotland

# 410

CHFP025

Please do not  
write in this  
margin

A fee of £13 is payable to Companies House in  
respect of each register entry for a mortgage or  
charge

Pursuant to section 410 of the Companies Act 1985



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

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

For official use

Company number

1215

SC055493

Name of company

\* Scottish Highland Hotels Limited (the "Chargor")

\* insert full name  
of company

Date of creation of the charge (note 1)

13 July 2005

Description of the instrument (if any) creating or evidencing the charge (note 1)

Supplemental Legal Charge (the "Supplemental Legal Charge")

Amount secured by the charge

All money and liabilities now or hereafter due, owing or incurred to the Beneficiaries (or any of them) by any Obligor under the Transaction Documents (or any of them) and under the Debenture in whatsoever manner n any currency or currencies whether present or future, actual or contingent, whether incurred solely or jointly with any other person and whether as principal or surety together with all interest accruing thereon and all costs, charges and expenses incurred in connection therewith (the "Secured Obligations" as defined in the deed of debenture granted by the Chargor in favour of the Security Agent dated 12 July 2004 (the "Debenture"))).

Names and addresses of the persons entitled to the charge

Anglo Irish Bank Corporation plc as security agent for itself and the other Beneficiaries (the "Security Agent")

Presentor's name address telephone  
number and reference (if any):  
Maclay Murray & Spens  
3 Glenfinlas Street  
Edinburgh  
EH3 6AQ

0131 226 5196  
SXXH/ASM/ANG.15.165

For official use (10/03)  
Charges Section

Post room



Short particulars of all the property charged.

Please see continuation sheet 1.

Please do not  
write in  
this margin

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

Statement, in the case of a floating charge, as to any restrictions on power to grant further securities and any ranking provision (note 2)

N/A

Particulars as to commission, allowance or discount paid (see section 413(3))

Nil

A fee is payable  
to Companies  
House in respect  
of each register  
entry for a  
mortgage or  
charge.  
(See Note 5)

Signed

Date

1/8/05

On behalf of ~~XXXXXXXXXX~~ [chargee] †

#### Notes

1. A description of the instrument e.g. "Standard Security" "Floating Charge" etc, should be given. For the date of creation of a charge see section 410(5) of the Act. (Examples - date of signing of an Instrument of Charge; date of recording/registration of a Standard Security; date of intimation of an Assignment.)

2. In the case of a floating charge a statement should be given of (1) the restrictions, if any, on the power of the company to grant further securities ranking in priority to, or pari passu with the floating charge; and/or (2) the provisions, if any, regulating the order in which the floating charge shall rank with any other subsisting or future floating charges or fixed securities over the property which is the subject of the floating charge or any part of it.

3. A certified copy of the instrument, if any, creating or evidencing the charge, together with this form with the prescribed particulars correctly completed must be delivered to the Registrar of Companies within 21 days after the date of the creation of the charge. In the case of a charge created out of the United Kingdom comprising property situated outside the U.K., within 21 days after the date on which the copy of the instrument creating it could, in due course of post, and if despatched with due diligence, have been received in the U.K. Certified copies of any other documents relevant to the charge should also be delivered.

4. A certified copy must be signed by or on behalf of the person giving the certification and where this is a body corporate it must be signed by an officer of that body.

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, 37 Castle Terrace, Edinburgh EH1 2EB  
DX 235 Edinburgh or LP - 4 Edinburgh 2

† delete as  
appropriate

## **Continuation sheet 1**

To the Registrar of Companies

Name of company  
Scottish Highland Hotels Limited

Company number  
SC055493

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Scottish Highland Hotels Limited (the “Chargor”)

### **Short particulars of all the property charged:**

1. **Fixed Charge**

1.1 Charge

The Chargor, as continuing security for the payment and performance of the Secured Obligations and in the manner specified in Clause 1.2, charges in favour of the Security Agent by way of first legal mortgage its right, title and interest in and to the Charged Property.

1.2 Title Guarantee

1.2.1 Every disposition effected by the Supplemental Legal Charge is made with full title guarantee.

1.2.2 The other terms of the Supplemental Legal Charge do not limit or extend any of the covenants implied by virtue of Part I of the Law of Property (Miscellaneous Provisions) Act 1994 but create separate and independent obligations having effect cumulatively with those implied covenants.

2. **Confirmation**

Any legal mortgage, fixed charge or floating charge created by the Debenture or any supplemental legal charge or any rights of the Security Agent therein shall continue in force and shall not merge in any security created by the Supplemental Legal Charge or be released, extinguished or affected in any way by the Supplemental Legal Charge.

3. **Debenture**

The Debenture shall remain in full force and effect save as supplemented and amended by the Supplemental Legal Charge.

For defined terms please see continuation sheet 2.

Pursuant to Section 410 of the Companies Act 1985

## **Continuation sheet 2**

To the Registrar of Companies

Name of company  
Scottish Highland Hotels Limited

Company number  
SC055493

### **Schedule of definitions and interpretations:**

Unless defined below, capitalised terms defined in the Debenture have the same meaning in the Supplemental Legal Charge.

**“Charged Property”** means each freehold/leasehold property (including the Premises) specified in the table below:

<b>Description</b>	<b>Title number</b>	<b>Freehold and/or Leasehold</b>
The land on the North East side of Highside Road, Heighington	DU188641	Freehold
The land lying to the North of Highside Road, Heighington	DU171330	Freehold
The land on the South side of Highside Road, Heighington	DU188642	Freehold
The land known as White House Farm and Field OS Numbers 7005, 7500 and 7684	DU188643	Freehold
The land known as Redworth Wood, Redworth	DU107466	Freehold

**“Inter Company Loan”** means the inter company loan letter entered into between Dawnay Shore Hotels plc and the Chargor dated 13 July 2005.

**“Obligor”** has the meaning given to it in the Transaction Schedule.

**“Subordination Deed”** means the subordination deed entered into between the Chargor, Dawnay Shore Hotels plc, Paramount Hotels Holdings Limited and the Security Agent dated 13 July 2005.

**“Transaction Documents”** means the Supplemental Legal Charge, the Debenture, the Subordination Deed, the Transaction Schedule and the Inter Company Loan.

**“Transaction Schedule”** means the transaction schedule entered into between the Obligors (as defined therein), Anglo Irish Bank Corporation plc as Original Lender and the Security Agent dated 13 July 2005

# FILE COPY



## CERTIFICATE OF THE REGISTRATION OF A CHARGE

Company number 55493

I hereby certify that a charge created by

SCOTTISH HIGHLAND HOTELS LIMITED

on 13 JULY 2005

for securing

ALL SUMS DUE UNDER THE TRANSACTION DOCUMENTS AND UNDER THE  
DEBENTURE

in favour of ANGLO IRISH BANK CORPORATION PLC

was delivered pursuant to section 410 of the Companies Act, 1985,  
on 1 AUGUST 2005 given at Companies House, Edinburgh  
3 AUGUST 2005



C O M P A N I E S H O U S E



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES