

13 - 12 - 95

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COMPANIES FORM No. 410(Scot)

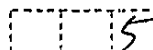
**Particulars of a charge created
by a company registered in Scotland****410***Please do not
write in
this margin*

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 5)

For official use

Company number



118669

Name of company

** insert full name
of company*

* CHANNINGS HOTEL LIMITED

Date of creation of the charge (note 1)

1ST DECEMBER 1995

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

STANDARD SECURITY

Amount secured by the charge

"all sums of money, including principal, interest and charges due
and that may become due to the Governor and Company of the Bank
of Scotland"

Names and addresses of the persons entitled to the charge

THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND

THE MOUND

EDINBURGH, EH1 1YZ

Presenter's name address telephone
number and reference (if any):

PYFE IRELAND, W.S.,
ORCHARD BRAE HOUSE
30 QUEENSFERRY ROAD
EDINBURGH EH14 2HG
(BA520.095 GXH)

For official use
Charges Section

Post room



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Short particulars of all the property charged.

Please do not
write in
this margin

- (1) The Howard Hotel (32, 34 and 36 Great King Street) Edinburgh
(2) 16 South East Cumberland Street Lane, Edinburgh


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)

NONE

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

NONE

Signed  Date 11th December, 1995
On behalf of ~~[company]~~ [chargee]†

† delete as
appropriate

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 The address of the Registrar of Companies is:-

Companies House
100 - 102 George Street
Edinburgh EH2 3DJ

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FILE COPY



**CERTIFICATE OF THE REGISTRATION
OF A CHARGE**

Company number 118669

I hereby certify that a charge created by

CHANNINGS HOTEL LIMITED

on 1 DECEMBER 1995

for securing ALL SUMS DUE, OR TO BECOME DUE

in favour of
the GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND

was delivered pursuant to section 410 of the Companies Act, 1985,
on 12 DECEMBER 1995

Signed at Edinburgh
13 DECEMBER 1995

Stuart S. Smith
For Registrar of Companies



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