

M

COMPANIES FORM No 410(Scot)

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

410

CHFP025

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

Please do not
write in this
margin

Pursuant to section 410 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 Note 6)

For official use Company number

1112

SC166218

Name of company

* MWB Malmaison Brand Limited (the "Company")

Date of creation of the charge (note 1)

15 April 2008

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

Bond and Floating charge (the "Floating Charge")

Amount secured by the charge

The Secured Liabilities as defined on the Paper Apart

Names and addresses of the persons entitled to the charge

Bank of Scotland plc, The Mound, Edinburgh, EH1 1YZ as Security Trustee for
the Finance Parties (as defined on the paper apart)

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

50 Lothian Road
Festival Square
Edinburgh
EH3 9WJ

0131 473 6000

For official use (06/2005)
Charges Section

TUESDAY



SZYHJZ3R

SCT

22/04/2008

585

COMPANIES HOUSE

Short particulars of all the property charged

The whole of the property (including uncalled capital) which is or may be from time to time comprised in the property and undertaking of the Company

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)

The Company is prohibited from granting or creating subsequent to the date of the Floating Charge any fixed security or any other floating charge having priority over or ranking pari passu with the Floating Charge, other than in favour of the Security Trustee (as defined on the Paper Apart)

Any fixed security granted by the Company in favour of the Security Trustee (whether before or after the date of the Floating Charge) shall rank in priority to the floating charge created by the Floating Charge

In the event that the Company grants or creates any fixed security or floating charge in breach of the prohibition noted above, the Floating Charge shall rank in priority to that fixed security or floating charge

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

Signed Lyn M Reekie for Business LLP Date 22 April 2008

On behalf of ~~XXXXXX~~ [chargee] †

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Notes
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 Standard Security, date of intimation of an Assignment)

† delete as appropriate

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

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

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

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The address of the Registrar of Companies is Companies House, 37 Castle Terrace, Edinburgh EH1 2EB
X 235 Edinburgh or LP 4 Edinburgh 2

Paper Apart
Form 410
MWB Malmaison Brand Limited (SC166218)

Definitions

"Amended Agreement" means the Facility Agreement, as amended and restated by Agreement between (1) Malmaison and Hotel du Vin Property Holdings Limited (2) the Guarantors (3) the Lenders (4) the Facility Agent (5) the Hedging Banks and (6) the Ancillary Facilities Lender dated 14 February 2008;

"Facility Agreement" means the facility agreement dated 13 April 2007 between (1) Malmaison and Hotel du Vin Property Holdings Limited (formerly known as Finlaw 548 Limited) registered number (5990905) as Borrower (2) the Guarantors (3) the Lenders (4) the Facility Agent (5) the Hedging Banks and (6) the Ancillary Facilities Lender as amended on 24 February 2007, amended and restated on 28 September 2007 and amended by the Amended Agreement as amended, novated, restated or supplemented from time to time,

"Finance Document" has the meaning set out in the Facility Agreement,

"Finance Party" has the meaning set out in the Facility Agreement,

"Secured Liabilities" means all or any monies and liabilities which shall from time to time (and whether on or at any time after demand) be due, owing or incurred in whatsoever manner to the Security Trustee and/or the Finance Parties by the Company under any of the Finance Documents, whether actually or contingently, solely or jointly and whether as principal or surety and whether or not the Security Trustee and/or any such Finance Party shall have been an original party to the relevant transaction, and including interest, discount, commission and other lawful charges or expenses which the Security Trustee and/or the Finance Parties or any of them may in the course of its business charge or incur in respect of any of those matters;

"Security Trustee" means Bank of Scotland plc incorporated under the Companies Act 1985 (Company Number SC327000) and having its registered office at The Mound, EH1 1YZ as Security Trustee for the Finance Parties



FILE COPY

**CERTIFICATE OF THE REGISTRATION
OF A CHARGE**

COMPANY NO. 166218

CHARGE NO. 12

I HEREBY CERTIFY THAT A CHARGE CREATED BY MWB
MALMAISON BRAND LIMITED

ON 15 APRIL 2008

FOR SECURING ALL SUMS DUE OR TO BECOME DUE

IN FAVOUR OF BANK OF SCOTLAND PLC

WAS DELIVERED PURSUANT TO SECTION 410 OF THE
COMPANIES ACT 1985 ON 22 APRIL 2008

GIVEN AT COMPANIES HOUSE, EDINBURGH 23 APRIL 2008



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES