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legibly, preferably
in black type, or
bold block lettering

*insert full name
of Company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

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)

Name of company

* TRAVELODGE HOTELS LIMITED (the "Company")

Date of creation of the charge

20 June, 2007

21/5/07

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

Standard Security

Amount secured by the mortgage or charge

the Indebtedness which is defined as -

"Indebtedness" means all money or liabilities due, owing or incurred to any Secured Party by any Charging Company or any other Obligor under any Senior Finance Document, Mezzanine Finance Document or the PIK Facility Agreement at present or in the future, in any manner whether actual or contingent, whether incurred solely or jointly with any other person and further as principal or surety, together with all interest accruing thereon, and including all liabilities in connection with any notes, bills or other instruments accepted by any Secured Party for or at the request of an Obligor and all losses incurred by any Secured Party in connection therewith except for any money or liability which, if it were so included, would cause the infringement of Section 151 of the Companies Act, 1985. For other definitions, see Paper Apart.

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

The Royal Bank of Scotland plc, 36 St Andrew Square, Edinburgh for itself as a Secured Party and as security trustee for the other Secured Parties (see Paper Apart for definitions)

Postcode EH2 2YB

Presentor's name address and
reference (if any)

McGrigors LLP
Princes Exchange
1 Earl Grey Street
Edinburgh
EH3 9AQ

Ref: IJL/00005R.002395

Time critical reference

For official Use (06/2005)
Mortgage Section

Post room

SATURDAY



A38

A154HQNV

23/06/2007

COMPANIES HOUSE

81

Short particulars of all the property mortgaged or charged

ALL and WHOLE the tenant's interest under a Lease between TLLC Bridgecol10 Limited and the Company dated on or about 21 May, 2007 and registered in the Land Register of Scotland under Title Number MID105100.

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this margin

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

Particulars as to commission allowance or discount (note 3)

None

Signed

Date 21 June 2007

On behalf of ~~XXXXXXXXXXXXXXXXXX~~/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 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

Travelodge Hotels Limited (Company Number 00769170)

Paper apart to Form 395

"Charging Companies" means the Company, the Parent and each of -

Full Moon HoldCo4 Limited (Company Number 5893849)

Full Moon HoldCo5 Limited (Company Number 5893854)

Full Moon HoldCo6 Limited (Company Number 5893977);

"Facility Agent" means The Royal Bank of Scotland plc, 36 St Andrew Square, Edinburgh as facility agent of the other Finance Parties,

"Mezzanine Facility Agreement" means the mezzanine facility agreement dated 3 September, 2006 (as the same may be amended, restated or novated from time to time) entered into between, amongst others, Full Moon HoldCo5 Limited, Barclays Bank PLC and The Royal Bank of Scotland plc as mezzanine lenders, Barclays Capital (the investment banking division of Barclays Bank PLC) and The Royal Bank of Scotland plc as mandated lead arrangers, RBS Mezzanine Limited as mezzanine facility agent and The Royal Bank of Scotland plc as mezzanine security agent, under which the mezzanine lenders have initially made available £75,000,000 of mezzanine facilities to Full Moon HoldCo 5 Limited;

"Mezzanine Finance Documents" has the meaning given to that term in the Mezzanine Facility Agreement,

"Mezzanine Finance Parties" means the Mezzanine Finance Parties as defined in the Mezzanine Facility Agreement,

"Obligors" means Obligors (as defined in the Senior Facilities Agreement and the Mezzanine Facility Agreement and the PIK Facility Agreement),

"Parent" means Full Moon HoldCo 3 Limited, a company incorporated in England with Company Number 05893847 and having its Registered Office at Sleepy Hollow, Aylesbury Road, Thame, Oxon, OX9 3AT,

"PIK Facility Agreement" means the PIK facility agreement dated 3 September, 2006 (as the same may be amended, restated or novated from time to time), entered into between, amongst others, Full Moon HoldCo 4 Limited, Barclays Bank PLC and The Royal Bank of Scotland plc as PIK lenders, Barclays Capital (the investment banking division of Barclays Bank PLC) and The Royal Bank of Scotland plc as mandated lead arrangers, RBS Mezzanine Limited as PIK facility agent and The Royal Bank of Scotland plc as security agent, under which the PIK lenders have initially made available £50,000,000 of facilities to Full Moon HoldCo 4 Limited,

"PIK Finance Parties" means the PIK Finance Parties as defined in the PIK Facility Agreement,



"Secured Parties" means the Senior Finance Parties, the Mezzanine Finance Parties and the PIK Finance Parties,

"Security Agent" means The Royal Bank of Scotland plc, having its Registered Office at 36 St Andrew Square, Edinburgh for itself as a Secured Party and as security trustee for the other Secured Parties,

"Senior Facilities Agreement" means the senior facilities agreement dated 3 September, 2006 (as the same may be amended, restated or novated from time to time) entered into, amongst others, by Full Moon HoldCo 6 Limited, Barclays Bank PLC and The Royal Bank of Scotland plc as lenders, Barclays Capital (the investment banking division of Barclays Bank PLC) and The Royal Bank of Scotland plc as mandated lead arrangers, The Royal Bank of Scotland plc as facility agent and security agent, under which the lenders have initially made available £448,235,000 of facilities to Full Moon HoldCo 6 Limited,

"Senior Finance Parties" means the Senior Finance Parties as defined in the Senior Facilities Agreement,

"Senior Finance Documents" has the meaning given to that term in the Senior Facilities Agreement,

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COMPANIES FORM No. 398

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

398

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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

00769170

Name of company

* insert full name
of company

* TRAVELODGE HOTELS LIMITED

IAN JAMES GRAEME LYALL

of Princes Exchange, 1 Earl Grey Street, Edinburgh, EH3 9AQ

§ give date and
parties to charge

certify that the charge § created by Standard Security by Travelodge Hotels Limited
in favour of The Royal Bank of Scotland plc (as security trustee) dated 21 May
2007

of which a true copy is annexed to this form was presented for registration on 20 June, 2007

† delete as
appropriate

in Scotland ~~XXXXXXXXXXXX~~

Signed

John G. Lyall, Partner, Regent Ltd

Date 21 June, 2007

Presenter's name address and
reference (if any)

McGrigors LLP
Princes Exchange
1 Earl Grey Street
Edinburgh
EH3 9AQ

DX ED 723301 Edinburgh 43
I JL/00005R 002395

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 00769170

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A STANDARD SECURITY WHICH WAS PRESENTED FOR REGISTRATION IN SCOTLAND ON 20 JUNE 2007 AND DATED THE 21st MAY 2007 AND CREATED BY TRAVELODGE HOTELS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM ANY CHARGING COMPANY OR ANY OTHER OBLIGOR TO ANY SECURED PARTY 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 23rd JUNE 2007

GIVEN AT COMPANIES HOUSE, CARDIFF THE 28th JUNE 2007.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

PJ)

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