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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

To the Registrar of Companies  
(Address overleaf - Note 5)

For official use

Company number

[ ]	[ ]	[ ]	[ ]
[ ]	[ ]	[ ]	[ ]

177810

Name of company

\* SLC TURNBERRY LIMITED ("the Company")

Date of creation of the charge (note 1)

31 December 1997

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

Instrument of Charge ("the Charge") creating a floating charge

Amount secured by the charge

All principal, interest, fees, costs, charges, expenses, consequents and other sums payable and that may become payable by the Company to SLC either alone or jointly with any other person or persons, company or companies and whether in the character of principal debtor or cautioner or guarantor or surety or otherwise howsoever and all sums payable and that may become payable by the Company to SLC under the Charge.

Names and addresses of the persons entitled to the charge

SLC Operating Limited Partnership a Delaware Limited Partnership having  
an office at Suite 400, 2231 East Camelback Road, Phoenix, Arizona, USA  
("SLC")

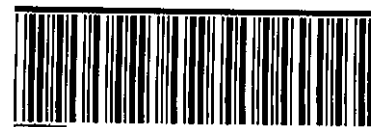
Presentor's name address telephone  
number and reference (if any):

Shepherd & Wedderburn WS  
Saltire Court, 20 Castle  
Terrace, Edinburgh EH1 2ET

DX 553049, Edinburgh-18  
Fas 7212 HS060101

For official Use  
Charges Section

Post room



SCT \*S2PDA2NV\* 190  
COMPANIES HOUSE 07/01/98

Short particulars of all the property charged.

The whole of the property (including uncalled capital) which is or may be from time to time, whilst the Charge is in force, 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 Charge shall, except as may otherwise be previously agreed in writing by SLC and subject to sub-section (2) of Section 464 of the Companies Act 1985 rank in priority to any fixed security within the meaning of Section 486 of the Companies Act 1985 which shall be created by the Company after 31 December 1997 and to any other floating charge (provided that any fixed security created or to be created by the Company at any time in favour of SLC shall rank in priority to the Charge) and no such fixed security or other floating charge shall be created by the Company and the Company are prohibited from creating subsequent to 31 December 1997 any fixed security or other floating charge except (i) with the previous written agreement of SLC and/or (ii) any fixed security or other floating charge granted in favour of SLC.

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

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Signed  Date 6/1/98

On behalf of [company] [charges]†

† 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 Registration Office,  
102 George Street,  
Edinburgh EH2 3DJ



**CERTIFICATE OF THE REGISTRATION  
OF A CHARGE**

Company number 177810

I hereby certify that a charge created by

SLC TURNBERRY LIMITED

on 31 DECEMBER 1997

for securing ALL SUMS DUE, OR TO BECOME DUE

in favour of SLC OPERATING LIMITED PARTNERSHIP

was delivered pursuant to section 410 of the Companies Act, 1985,  
on 7 JANUARY 1998

Signed at Edinburgh  
8 JANUARY 1998

D. Brooks  
For Registrar of Companies



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

N.B. Searchers may find it desirable to refer to the documents mentioned in column (2) for more detailed particulars

# REGISTER of Charges, Alterations to Charges,

COMPANY: SC177810 CHARGE: 2

(1) Date of Registration	(2) Serial Number of Document on File	(3) Date of Creation of each Charge and Description thereof	(4) Date of the aquisition of the Property	(5) Amount secured by the Charge  £	(6) Short Particulars of the Property Charged	(7) Names of the Persons entitled to the Charge
07/01/1998		31/12/97 FLOATING CHARGE		ALL SUMS DUE, OR TO BECOME DUE	UNDERTAKING AND ALL PROPERTY AND ASSETS PRESENT AND FUTURE OF THE COMPANY INCLUDING UNCALLED CAPITAL	SLC OPERATING LIMITED PARTNERSHIP

# Memoranda of Satisfaction and Appointments etc. of Receivers

N.B. Searchers may find it desirable to refer to the documents mentioned in column (2) for more detailed particulars

COMPANY: SC177810 CHARGE: 2

(8)	(9)	(10)	(11)	(12)		
In the case of a floating charge, a statement of the provisions, if any, prohibiting or restricting the creation by the company of any fixed security or any other floating charge having priority over, or ranking <i>pari passu</i> with the floating charge.	In the case of a floating charge, a statement of 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 the subject of the floating charge or any part of it.	Amount or rate per cent of the Commission Allowance or discount	Memoranda of Satisfaction	Receiver		
				Name	Date of Appointment	Date of Ceasing to act
COMPANY ARE EXPRESSLY PROHIBITED FROM CREATING SUBSEQUENT FIXED SECURITY HAVING PRIORITY OVER OR RANKING EQUALLY WITH THE FLOATING CHARGE						