

MG01

Particulars of a mortgage or charge

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A fee is payable with this form

We will not accept this form unless you send the correct fee  
Please see 'How to pay' on the last page



What this form is for

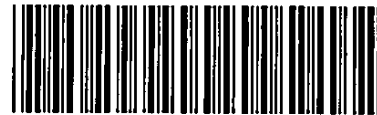
You may use this form to register  
particulars of a mortgage or charge  
in England and Wales or Northern  
Ireland



What this form is NOT for

You cannot use this form to register  
particulars of a charge on a  
company. To do this, use  
form MG01s

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01/07/2011

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COMPANIES HOUSE

se  
uk

1

Company details

Company number

0 6 3 2 7 0 3 4

Company name in full

Menzies Hotels Property No 24 Limited (the **Chargor**)

For official use  
5

Filing in this form

Please complete in typescript or in  
bold black capitals

All fields are mandatory unless  
specified or indicated by \*

2

Date of creation of charge

Date of creation

2 9 0 6 2 0 1 1

3

Description

Please give a description of the instrument (if any) creating or evidencing the  
charge, e.g. 'Trust Deed', 'Debenture', 'Mortgage', or 'Legal charge'

Description

Assignment of Rents by the Chargor in favour of Bank of Scotland plc as  
Facility Agent dated 28 June 2011 and intimated to the tenants on 29 June  
2011 (the **Assignment**)

4

Amount secured

Please give us details of the amount secured by the mortgage or charge

Amount secured

All present and future obligations and liabilities  
(whether actual or contingent and whether owed  
jointly or severally or in any other capacity  
whatsoever) of each of the Obligors to any Finance  
Party under each Finance Document to which any of  
the Obligors are party (the **Secured Liabilities**)

Please refer to Continuation Pages for definitions

Continuation page

Please use a continuation page if  
you need to enter more details

# MG01

## Particulars of a mortgage or charge

### 5 Mortgagee(s) or person(s) entitled to the charge (if any)

Please give the name and address of the mortgagee(s) or person(s) entitled to the charge

#### Continuation page

Please use a continuation page if you need to enter more details

Name Bank of Scotland plc as Facility Agent

Address The Mound

Edinburgh

Postcode E H 1 1 Y z

Name

Address

Postcode

### 6 Short particulars of all the property mortgaged or charged

Please give the short particulars of the property mortgaged or charged

#### Continuation page

Please use a continuation page if you need to enter more details

Short particulars

The Chargor's whole right, title, interest and benefit in and to the Rental Income and all rental deposits and guarantees held pursuant or supplemental to the Leases.

Please refer to Continuation Pages for definitions

# MG01

## Particulars of a mortgage or charge

### 7 Particulars as to commission, allowance or discount (if any)

Please insert the amount or rate percent of any commission, allowance or discount paid or made either directly or indirectly by the company to any person on consideration of his

- subscribing or agreeing to subscribe, whether absolutely or conditionally, or
- procuring or agreeing to procure subscriptions, whether absolute or conditional,

for any debentures included in this return. The rate of interest payable under the terms of the debentures should not be entered

Commission allowance or discount

N/A

### 8 Delivery of instrument

You must deliver the original instrument (if any) creating or evidencing the charge and these prescribed particulars to the Registrar of Companies within 21 days after the date of creation of the charge (section 860). If the property is situated and the charge was created outside the United Kingdom (UK), you must deliver the information to the Registrar within 21 days after the date on which the instrument could have been received in the UK in the normal course of post and assuming you had posted it promptly (section 870).

We will accept a verified copy of the instrument creating the charge where the property charged is situated and the charge was created outside the UK (section 866). The company or the person who has delivered the copy to the Registrar must verify it to be a correct copy and sign it. Where a body corporate gives the verification, an officer of that body must sign it. We will also accept a verified copy where section 867(2) applies (property situated in another part of UK).

### 9 Signature

Please sign the form here

Signature

Signature

X  X

This form must be signed by a person with an interest in the registration of the charge

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## Particulars of a mortgage or charge



### Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form and will establish where we return the original documents. The contact information you give will be visible to searchers of the public record.

Contact name

Lisa Torrance

Company name

Dundas & Wilson CS LLP

Address

Saltire Court

20 Castle Terrace

Edinburgh

Post town

County/Region

Postcode

E

H

1

2

E

N

Country

DX

Telephone

0131 228 8000



### Certificate

We will send your certificate to the presenter's address if given above or to the Company's Registered Office if you have left the presenter's information blank.



### Checklist

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following

- ☐ The company name and number match the information held on the public Register
- ☐ You have included the original deed with this form
- ☐ You have entered the date the charge was created
- ☐ You have supplied the description of the instrument
- ☐ You have given details of the amount secured by the mortgagee or chargee
- ☐ You have given details of the mortgagee(s) or person(s) entitled to the charge
- ☐ You have entered the short particulars of all the property mortgaged or charged
- ☐ You have signed the form
- ☐ You have enclosed the correct fee



### Important information

Please note that all information on this form will appear on the public record.



### How to pay

A fee of £13 is payable to Companies House in respect of each mortgage or charge.

Make cheques or postal orders payable to 'Companies House'.



### Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

**For companies registered in England and Wales.**

The Registrar of Companies, Companies House,  
Crown Way, Cardiff, Wales, CF14 3UZ  
DX 33050 Cardiff

**For companies registered in Scotland.**

The Registrar of Companies, Companies House,  
Fourth floor, Edinburgh Quay 2,  
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF  
DX ED235 Edinburgh 1  
or LP - 4 Edinburgh 2 (Legal Post)

**For companies registered in Northern Ireland**

The Registrar of Companies, Companies House,  
Second Floor, The Linenhall, 32-38 Linenhall Street,  
Belfast, Northern Ireland, BT2 8BG  
DX 481 N R Belfast 1



### Further information

For further information, please see the guidance notes on the website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk) or email [enquiries@companieshouse.gov.uk](mailto:enquiries@companieshouse.gov.uk)

This form is available in an alternative format. Please visit the forms page on the website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

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Particulars of a mortgage or charge



4	Amount secured
Amount secured	<p data-bbox="316 369 1007 398">Please give us details of the amount secured by the mortgage or charge</p> <p data-bbox="316 427 1495 488"><b>Accession Agreement</b> means a letter, substantially in the form of Schedule 9 (Form of Accession Agreement) to the Facility Agreement</p> <p data-bbox="316 517 1337 577"><b>Additional Guarantor</b> means a member of the Group which becomes a Guarantor after the date of the Facility Agreement</p> <p data-bbox="316 607 1289 636"><b>Administrative Party</b> means the Arranger or the Facility Agent</p> <p data-bbox="316 665 1289 694"><b>Arranger</b> means Bank of Scotland plc as mandated lead arranger</p> <p data-bbox="316 723 1458 784"><b>Company</b> means Piccadilly Hotels 2 Limited a company incorporated in the Cayman Islands with company registration number 174010</p> <p data-bbox="316 813 1495 1088"><b>Facility Agreement</b> means the Facility Agreement dated on or around the date of the Assignment, between Cordial Hotels Acquisition Limited as borrower, (amongst others) the Chargor and the Original Parties (together referred to as the Chargors) as original guarantors and Bank of Scotland plc as mandated lead arranger, original lender, overdraft lender, original hedge counterparty and as the Facility Agent pursuant to which certain facilities have been made available (as such facility agreement may be amended, varied, restated, extended, renewed, supplemented novated or substituted from time to time);</p> <p data-bbox="316 1117 1495 1420"><b>Finance Document</b> means:  (a) The Facility Agreement,  (b) a Security Document;  (c) a Transfer Certificate,  (d) an Accession Agreement,  (e) a Resignation Request;  (f) any Hedging Documents;  (g) any Overdraft Documents; or  (h) any other document designated as such by the Facility Agent and the Company.</p> <p data-bbox="316 1449 1409 1509"><b>Finance Party</b> means a Lender, an Overdraft Lender, an Administrative Party or the Original Hedge Counterparty</p> <p data-bbox="316 1538 999 1568"><b>Group</b> means the Parent and its Subsidiaries</p> <p data-bbox="316 1597 1342 1626"><b>Guarantor</b> means an Original Guarantor or an Additional Guarantor</p> <p data-bbox="316 1655 1495 1872"><b>Hedging Documents</b> means any master agreement, confirmation, schedule or other agreement in agreed form entered into or to be entered into by the Company and the Original Hedge Counterparty for the purpose of hedging the interest rates liabilities in relation to the Tranche A Facility and Tranche B Facility which, at the time that that master agreement, confirmation, schedule or other agreement (as the case may be) is entered into, which is required to be hedged under this Agreement</p> <p data-bbox="316 1901 1458 1995"><b>Leases</b> the Lease between Menzies Hotels Property No 24 Limited (Registered Number 06327034) and Menzies Hotels Operating Limited dated 28 August 2007.</p>

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Particulars of a mortgage or charge



4	Amount secured	
	Please give us details of the amount secured by the mortgage or charge	
Amount secured	<p><b>Lender</b> means</p> <p>(1) the Original Lender; or</p> <p>(11) any person which becomes a Party in accordance with Clause 31 2 of the Facilities Agreement.</p> <p>which in each case has not ceased to be a party in accordance with the terms of the Facility Agreement</p> <p><b>Obligor</b> means the Company or a Guarantor</p> <p><b>Original Guarantor</b> means any company listed in Part 1 of Schedule 1 (Original Parties) to the Facility Agreement as original guarantors</p> <p><b>Original Head Counterparty</b> means Bank of Scotland plc as original hedge counterparty</p> <p><b>Original Lender</b> means Bank of Scotland plc as original lender</p> <p><b>Overdraft Document</b> means each document (other than the Facility Agreement) relating to or evidencing the term of an Overdraft Facility</p> <p><b>Overdraft Facility</b> means any overdraft facility made available by the Overdraft Lender in accordance with Clause 2.5 of the Facility Agreement</p> <p><b>Overdraft Lender</b> means Bank of Scotland plc as overdraft lender</p> <p><b>Parent</b> means Cordial Hotels Limited</p> <p><b>Resignation Request</b> means a letter in the form of Schedule 10 (Form of Resignation Request) to the Facility Agreement</p> <p><b>Rental Income</b> has the meaning given to it in the Facilities Agreement</p> <p><b>Subsidiary</b> means an entity of which a person has direct or indirect control or owns directly or indirectly more than 50 per cent of the voting capital or similar right of ownership and control for this purpose means the power to direct the management and the policies of the entity whether through the ownership of voting capital, by contract or otherwise</p> <p><b>Tranche A Facility</b> means the tranche of the term loan facility referred to in Clause 2 1 (Tranche A Facility) of the Facility Agreement.</p> <p><b>Tranche B Facility</b> means the tranche of the term loan facility referred to in Clause 2 2 (Tranche B Facility) of the Facility Agreement</p>	

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Particulars of a mortgage or charge



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## Amount secured

Please give us details of the amount secured by the mortgage or charge

Amount secured

**Transfer Certificate** means:

(a) for a transfer by assignment, assumption and release, a certificate substantially in the form of Part 1 of Schedule 6 (Forms of Transfer Certificate) to the Facility Agreement, and

(b) for a transfer by novation, a certificate substantially in the form of Part 2 of Schedule 6 (Forms of Transfer Certificate) to the Facility Agreement,

in each case with such amendments as the Facility Agent may approve or reasonably require or any other form agreed between the Facility Agent and the Company.



## **CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE**

**Pursuant to section 869(5) & (6) of the Companies Act 2006**

**COMPANY NO. 6327034  
CHARGE NO. 5**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES  
HEREBY CERTIFIES THAT AN ASSIGNATION OF RENTS DATED  
29 JUNE 2011 AND CREATED BY MENZIES HOTELS PROPERTY  
NO.24 LIMITED FOR SECURING ALL MONIES DUE OR TO  
BECOME DUE FROM EACH OF THE OBLIGORS TO ANY  
FINANCE PARTY ON ANY ACCOUNT WHATSOEVER UNDER  
THE TERMS OF THE AFOREMENTIONED INSTRUMENT  
CREATING OR EVIDENCING THE CHARGE WAS REGISTERED  
PURSUANT TO CHAPTER 1 PART 25 OF THE COMPANIES ACT  
2006 ON THE 1 JULY 2011

GIVEN AT COMPANIES HOUSE, CARDIFF THE 6 JULY 2011



*Companies House*  
— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES