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COMPANIES FORM No. 410

Particulars of charge created by a company registered in Scotland

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge.

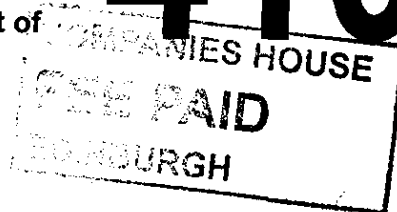
Pursuant to section 410 of the Companies Act 1985

CHFP055

Please do not write in this margin

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

insert full name of company



410

To the Registrar of Companies
(Address overleaf - Note 6)

For official use

Company Number

5

SC061536

Name of Company

Stakis Inns Limited ("the Chargor")

Date of creation of charge (note 1)

13 MARCH 2003

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

Bond and Floating Charge ("the Charge")

Amount secured by the charge

Paper Apart 1

Name and addresses of the persons entitled to the charge

Credit Suisse First Boston as Security Trustee, London Branch, 1 Cabot Square, London ("the Security Trustee")

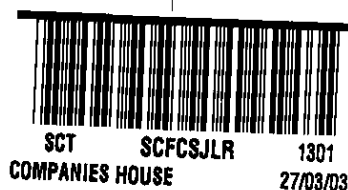
Postcode E14 4QJ

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

Sampe Fraser WS
10 Melville Crescent
Edinburgh EH3 7LU

For official use
Charges section

Post room



Time Critical reference



BLUEPRINT
Company Secretary

Short particulars of all the property charged.

Please do not
write in this
margin

Paper Apart 2

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)

Paper Apart 3

Particulars as to commission, allowance or discount paid (see section 410(3))

None

A fee of £10 is
payable to
Companies
House in
respect of each
register entry
for a mortgage
or charge.
(See Note 5)

Signed

Brodies

Date

21/3/3

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 dispatched 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 Cheques and Postal Orders are to be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is:-

Companies House, 37 Castle Terrace, Edinburgh EH1 2EB

STAKIS INNS LIMITED
SC061536
FORM 410

Paper Apart 1

All present and future moneys, debts and liabilities due, owing or incurred by the Chargor to any Finance Party or any Mezzanine Finance Party under or in connection with any Finance Document (in each case, whether alone or jointly, or jointly and severally, with any other person, whether actually or contingently and whether as principal, surety, cautioner or otherwise) except for any money or liability which, if it were so included, would cause the infringement of Section 151 of the Companies Act 1985.

Paper Apart 2

The whole of the property and assets (including uncalled capital) which is or may be from time to time while the Charge is in force comprised in the property and undertaking of the Chargor ("the Charged Assets").

Paper Apart 3

The floating charge created by the Charge, subject to Section 464(2) of the Companies Act 1985 shall rank in priority to any fixed security which shall be created over the Charged Assets by the Chargor after its execution of the Charge, other than a fixed security in favour of the Security Trustee, and to any other floating charge which shall be created over the Charged Assets by the Chargor after its execution of the Charge and, subject as aforesaid, no such fixed security or other floating charge shall rank in priority to or equally with the floating charge created by the Charge.

The Chargor shall procure that none of its assets becomes subject to any charge, pledge or other Encumbrance in favour of a third party without the prior written consent of the Security Trustee (other than in accordance with the Charge or as otherwise permitted in terms of the Finance Documents).

Definitions

In this form 410 words and expressions used but not defined herein shall where the context so permits be given the same meanings as attributable to them in the senior facility agreement dated 7 February 2003 and as amended and restated on 6 March 2003 and as it may be further amended from time to time, between amongst others Storeretro Limited as the Company, Credit Suisse First Boston, London Branch and Merrill Lynch International as Mandated Lead Arrangers, the Lenders named in that agreement, Credit Suisse First Boston, London Branch as Facility Agent, Credit Suisse First Boston, London Branch as Security Trustee, Credit Suisse First Boston, London branch as Issuing Bank and Credit Suisse First Boston, London Branch as LNG Issuer.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A CHARGE

Company number 61536

I hereby certify that a charge created by

STAKIS INNS LIMITED

on 13 MARCH 2003

for securing ALL SUMS DUE, OR TO BECOME DUE

in favour of CREDIT SUISSE FIRST BOSTON AS SECURITY TRUSTEE

was delivered pursuant to section 410 of the Companies Act, 1985,
on 27 MARCH 2003

Given at Companies House, Edinburgh
28 MARCH 2003



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: SC061536 CHARGE: 5

(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
27/03/2003		13/ 3/03 BOND & FLOATING CHARGE		ALL SUMS DUE, OR TO BECOME DUE	UNDERTAKING AND ALL PROPERTY AND ASSETS PRESENT AND FUTURE OF THE COMPANY INCLUDING UNCALLED CAPITAL	CREDIT SUISSE FIRST BOSTON AS SECURITY TRUSTEE

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: SC061536 CHARGE: 5

(8)	(9)	(10)	(11)	(12)		
				Receiver		
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	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						