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SCT 02/12/2021 #56
COMPANIES HOUSE

A fee is payable with this form.

SL35370

LP5(s)

LIMITED PARTNERSHIPS ACT 1907

Application for Registration of a Limited Partnership in Scotland

(In accordance with section 8A of the Limited Partnerships Act 1907)

Use this form to apply to register a limited partnership in Scotland

Do not use this form to apply to register a limited partnership in England, Wales or Northern Ireland (use LP5)

Do not use this form if any individual person with significant control (PSC) is applying, or has applied for protection from disclosing their details on the public record. Contact secureforms@companieshouse.gov.uk to obtain the correct form

Name of firm ● Wyndham Finance Partnership LP

The general nature of the business

Holding / Investment Partnership

Address of the proposed principal place of business of the limited partnership (this must be in Scotland)

Weightmans (Scotland) LLP
144 West George Street
Glasgow
G2 2HG
Scotland

The term, if any, for which the limited partnership is to be entered into ●

N/A

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Application for registration of a limited partnership in Scotland

People with significant control (PSC)

Use this Part to tell us about people with significant control (either a registrable person or registrable relevant legal entity (RLE)) in respect of the LP.

Do not use this Part to tell us about any individual people with significant control whose particulars must not be disclosed on the public record. You must use a separate form, which you can get by contacting us:
secureforms@companieshouse.gov.uk

If on registration there will be someone who will count as a person with significant control (either a registrable person or registrable RLE) in relation to the limited partnership, tick statement A and complete any relevant PSC sections.

If there will be no registrable person or RLE, tick statement B and go to signatures section.

A

Statement of initial significant control [●]

On registration, there will be a person who will count as a person with significant control (either a registrable person or registrable RLE) in relation to the limited partnership.

● Statement of initial significant control
If there will be a person with significant control (which includes 'other registrable persons') or RLE, please complete the appropriate details in sections C, D & E.

Please use continuation pages if necessary.

B

Statement of no PSC

(Please tick the statement below if appropriate)

There is no person identified as a person with significant control (either a registrable person or RLE) in relation to the limited partnership.

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Individual PSC

Statement about individual PSC particulars

Please tick the box to confirm

- The proposed partners confirm that the person named below as an individual PSC knows that their particulars are being supplied as part of this application.

C1 Individual's details

Title		<p>● Country/State of residence This is in respect of the usual residential address as stated in section C4.</p> <p>● Month and year of birth Please provide month and year only. Provide full date of birth in section C3.</p>							
Full forename(s)									
Surname									
Country/State of residence ●									
Nationality									
Month/year of birth ●	<table style="display: inline-table; border: none;"> <tr> <td style="border: 1px solid black; width: 20px; text-align: center;">X</td> <td style="border: 1px solid black; width: 20px; text-align: center;">X</td> <td style="border: 1px solid black; width: 20px; text-align: center;">m</td> <td style="border: 1px solid black; width: 20px; text-align: center;">m</td> <td style="border: 1px solid black; width: 20px; text-align: center;">y</td> <td style="border: 1px solid black; width: 20px; text-align: center;">y</td> <td style="border: 1px solid black; width: 20px; text-align: center;">y</td> <td style="border: 1px solid black; width: 20px; text-align: center;">y</td> </tr> </table>		X	X	m	m	y	y	y
X	X	m	m	y	y	y	y		

C2 Individual's service address ●

	<p>Please show the individual's service address below. You must also complete the usual residential address in Section C4.</p>	<p>● Service address This is the address that will appear on the public record. This does not have to be the individual's usual residential address.</p> <p>If you provide the individual's residential address here it will appear on the public record.</p>								
Building name/number										
Street										
Post town										
County/Region										
Postcode	<table style="display: inline-table; border: none;"> <tr> <td style="border: 1px solid black; width: 20px;"></td> <td style="border: 1px solid black; width: 20px;"></td> <td style="border: 1px solid black; width: 20px;"></td> <td style="border: 1px solid black; width: 20px;"></td> <td style="border: 1px solid black; width: 20px;"></td> <td style="border: 1px solid black; width: 20px;"></td> <td style="border: 1px solid black; width: 20px;"></td> <td style="border: 1px solid black; width: 20px;"></td> </tr> </table>									
Country										

LP5(s)

Application for registration of a limited partnership in Scotland

C5

Nature of control for an individual ^④

Please indicate the individual's nature of control over the LP.

Share of assets

The individual holds, directly or indirectly, the right to the following percentage of the surplus assets of the LP on a winding up (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

Ownership of voting rights

The individual holds, directly or indirectly, the following percentage of any voting rights in the LP (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

Ownership of right to appoint/remove management

- The individual holds, directly or indirectly, the right to appoint or remove a majority of the persons entitled to take part in the management of the LP.

Significant influence or control (Only tick if none of the above apply)

- The individual has the right to exercise, or actually exercises, significant influence or control over the LP.

● Tick each that apply
Only tick the 4th statement (Significant influence or control) if none of the previous statements apply

LP5(s)

Application for registration of a limited partnership in Scotland

C6 Nature of control by a firm over which the individual has significant control[●]

The individual has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and:

the members of that firm (in their capacity as such) hold, directly or indirectly, the right to the following percentage of any surplus assets on a winding up of the LP (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of any voting rights in the LP (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the persons entitled to take part in the management of the LP

the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the LP.

● Tick each that apply

C7 Nature of control by a trust over which the individual has significant control[●]

The individual has the right to exercise or actually exercises significant influence or control over the activities of a trust and:

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the right to the following percentage of any surplus assets on a winding up of the LP (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of any voting rights in the LP (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the persons entitled to take part in the management of the LP

the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the LP.

● Tick each that apply

LP5(s)

Application for registration of a limited partnership in Scotland

Relevant legal entity (RLE)

D1 RLE details ^①	
Corporate or firm name	Wyndham Partner LLC
Building name/number	22
Street	Sylvan Way
Post town	Parsippany
County/Region	New Jersey
Postcode	N J 0 7 0 5 4
Country	United States
<p>① Registered or principal office address This address will appear on the public record.</p>	
D2 Legal form and governing law	
<p>Please give details of the legal form of the RLE and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the country/state) and its registration number in that register.</p>	
Legal form	Limited Liability Company
Governing law	Delaware
If applicable, register in which RLE is entered [●]	Department of State: Division of Corporations of Delaware
Country/State [●]	United States / Delaware
Registration number [●]	6388128
<p>● Registration number Where you have provided details of the register (including country/state) where the RLE is registered, you must also provide its number in that register.</p>	

LP5(s)

Application for registration of a limited partnership in Scotland

D3

Nature of control for an RLE ●

Please indicate the RLE's nature of control over the LP.

Share of assets

The RLE holds, directly or indirectly, the right to the following percentage of the surplus assets of the LP on a winding up (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

Ownership of voting rights

The RLE holds, directly or indirectly, the following percentage of any voting rights in the LP (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

Ownership of right to appoint/remove management

- The RLE holds, directly or indirectly, the right to appoint or remove a majority of the persons entitled to take part in the management of the LP.

Significant influence or control (Only tick if none of the above apply)

- The RLE has the right to exercise, or actually exercises, significant influence or control over the LP.

● Tick each that apply

Only tick the 4th statement (Significant influence or control) if none of the previous statements apply

D4

Nature of control by a firm over which the RLE has significant control ●

The RLE has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and:

the members of that firm (in their capacity as such) hold, directly or indirectly, the right to the following percentage of any surplus assets on a winding up of the LP (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of any voting rights in the LP (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

- the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the persons entitled to take part in the management of the LP

- the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the LP.

● Tick each that apply

LP5(s)
Application for registration of a limited partnership in Scotland

D5

Nature of control by a trust over which the RLE has significant control ●

The RLE has the right to exercise or actually exercises significant influence or control over the activities of a trust and:

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the right to the following percentage of any surplus assets on a winding up of the LP (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of any voting rights in the LP (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the persons entitled to take part in the management of the LP

the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the LP.

● Tick each that apply

LP5(s)

Application for registration of a limited partnership in Scotland

Other registrable person (ORP)

E1	Person details	
	<p>An 'other registrable person' is:</p> <ul style="list-style-type: none"> • a corporation sole • a government or government department of a country or territory or a part of a country or territory • an international organisation whose members include two or more countries or territories (or their governments) • a local authority or local government body in the UK or elsewhere 	
Name of ORP		

E2	Principal office address ●									
Building name/number		<p>● Principal office address This address will appear on the public record.</p>								
Street										
Post town										
County/Region										
Postcode	<table border="1" style="display: inline-table; border-collapse: collapse;"> <tr> <td style="width: 20px; height: 20px;"></td> <td style="width: 20px; height: 20px;"></td> <td style="width: 20px; height: 20px;"></td> <td style="width: 20px; height: 20px;"></td> <td style="width: 20px; height: 20px;"></td> <td style="width: 20px; height: 20px;"></td> <td style="width: 20px; height: 20px;"></td> <td style="width: 20px; height: 20px;"></td> </tr> </table>									
Country										

E3	Legal form and governing law	
Legal form		
Governing law		

LP5(s)

Application for registration of a limited partnership in Scotland

E4

Nature of control for an ORP ●

Please indicate the ORP's nature of control over the LP.

Share of assets

The ORP holds, directly or indirectly, the right to the following percentage of the surplus assets of the LP on a winding up (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

Ownership of voting rights

The ORP holds, directly or indirectly, the following percentage of any voting rights in the LP (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

Ownership of right to appoint/remove management

- The ORP holds, directly or indirectly, the right to appoint or remove a majority of the persons entitled to take part in the management of the LP.

Significant influence or control (Only tick if none of the above apply)

- The ORP has the right to exercise, or actually exercises, significant influence or control over the LP.

● Tick each that apply

Only tick the 4th statement (Significant influence or control) if none of the previous statements apply

E5

Nature of control by a firm over which the ORP has significant control ●

The ORP has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and:

the members of that firm (in their capacity as such) hold, directly or indirectly, the right to the following percentage of any surplus assets on a winding up of the LP (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of any voting rights in the LP (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

- the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the persons entitled to take part in the management of the LP

- the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the LP.

● Tick each that apply

LP5(s)

Application for registration of a limited partnership in Scotland

E6

Nature of control by a trust over which the ORP has significant control ^①

The ORP has the right to exercise or actually exercises significant influence or control over the activities of a trust and:

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the right to the following percentage of any surplus assets on a winding up of the LP (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of any voting rights in the LP (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the persons entitled to take part in the management of the LP

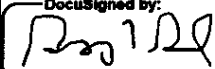
the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the LP.

① Tick each that apply

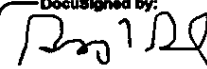
LP5(s) Application for registration of a limited partnership in Scotland

F Names and signatures

Please give the name and signature of each general partner

Name	Signature
Wyndham Partner LLC	<div style="border: 1px solid black; padding: 2px;"> <small>DocuSigned by:</small>  <small>98CDB3A761364BC...</small> Senior Vice President </div>

Please give the name, amount contributed and signature of each limited partner

Name	Amount contributed [●]	Signature
WHG Caribbean Holdings, Inc.	\$99.00 (USD) (in cash)	<div style="border: 1px solid black; padding: 2px;"> <small>DocuSigned by:</small>  <small>98CDB3A761364BC...</small> Senior Vice President </div>

LP5(s)

Application for registration of a limited partnership in Scotland

- State the name under which the limited partnership is to be registered. This must include the appropriate name ending required by section 8B of the Limited Partnerships Act 1907.
- This begins with the date of registration.
- State the amount contributed by each limited partner, and whether paid in cash, or how otherwise.

This form is not to be used to apply for registration of a private fund limited partnership and does not include that application (use form LP7(s)).

Please be aware that all information on this form except that relating to the day of birth and usual residential address of an individual PSC will be available on the public record.

When you have completed the form, please send to the Registrar of Companies.

Presented by:

Weightmans (Scotland) LLP
144 West George Street
Glasgow
G2 2HG
Scotland

Presenters reference:

W25693/1.5998.CMcC

LP5(s) - Continuation page

Relevant legal entity (RLE)

D1 RLE details [Ⓢ]	
Corporate or firm name	WHG Caribbean Holdings, Inc.
Building name/number	22
Street	Sylvan Way
Post town	Parsippany
County/Region	New Jersey
Postcode	N J 0 7 0 5 4
Country	United States

● Registered or principal office address
This address will appear on the public record.

D2 Legal form and governing law	
Please give details of the legal form of the RLE and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the country/state) and its registration number in that register.	
Legal form	Incorporated
Governing law	Delaware
If applicable, register in which RLE is entered ●	Department of State: Division of Corproations of Delaware
Country/State ●	United States / Delaware
Registration number ●	6799145

● Registration number
Where you have provided details of the register (including country/state) where the RLE is registered, you must also provide its number in that register.

LP5(s) - Continuation page

D3

Nature of control for an RLE ^①

Please indicate the RLE's nature of control over the LP.

① Tick each that apply

Share of assets

The RLE holds, directly or indirectly, the right to the following percentage of the surplus assets of the LP on a winding up (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

Ownership of voting rights

The RLE holds, directly or indirectly, the following percentage of any voting rights in the LP (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

Ownership of right to appoint/remove management

- The RLE holds, directly or indirectly, the right to appoint or remove a majority of the persons entitled to take part in the management of the LP.

Significant influence or control (Only tick if none of the above apply)

- The RLE has the right to exercise, or actually exercises, significant influence or control over the LP.

D4

Nature of control by a firm over which the RLE has significant control ^①

The RLE has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and:

① Tick each that apply

the members of that firm (in their capacity as such) hold, directly or indirectly, the right to the following percentage of any surplus assets on a winding up of the LP (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of any voting rights in the LP (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

- the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the persons entitled to take part in the management of the LP

- the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the LP.

D5

Nature of control by a trust over which the RLE has significant control

The RLE has the right to exercise or actually exercises significant influence or control over the activities of a trust and:

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the right to the following percentage of any surplus assets on a winding up of the LP (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of any voting rights in the LP (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the persons entitled to take part in the management of the LP

the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the LP.

● Tick each that apply

LP5(s) - Continuation page

Relevant legal entity (RLE)

D1	RLE details ●	
Corporate or firm name	Wyndham Hotels & Resorts, Inc.	● Registered or principal office address This address will appear on the public record.
Building name/number	22	
Street	Sylvan Way	
Post town	Parsippany	
County/Region	New Jersey	
Postcode	N J 0 7 0 5 4	
Country	United States	
D2	Legal form and governing law	
Please give details of the legal form of the RLE and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the country/state) and its registration number in that register.		● Registration number Where you have provided details of the register (including country/state) where the RLE is registered, you must also provide its number in that register.
Legal form	Incorporated	
Governing law	Delaware	
If applicable, register in which RLE is entered ●	Securities and Exchange Commission	
Country/State ●	United States / Delaware	
Registration number ●	001-38432	

LP5(s) - Continuation page

D3

Nature of control for an RLE ^①

Please indicate the RLE's nature of control over the LP.

Share of assets

The RLE holds, directly or indirectly, the right to the following percentage of the surplus assets of the LP on a winding up (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

Ownership of voting rights

The RLE holds, directly or indirectly, the following percentage of any voting rights in the LP (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

Ownership of right to appoint/remove management

- The RLE holds, directly or indirectly, the right to appoint or remove a majority of the persons entitled to take part in the management of the LP.

Significant influence or control (Only tick if none of the above apply)

- The RLE has the right to exercise, or actually exercises, significant influence or control over the LP.

① Tick each that apply

D4

Nature of control by a firm over which the RLE has significant control ^①

The RLE has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and:

the members of that firm (in their capacity as such) hold, directly or indirectly, the right to the following percentage of any surplus assets on a winding up of the LP (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of any voting rights in the LP (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

- the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the persons entitled to take part in the management of the LP

- the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the LP.

① Tick each that apply

D5

Nature of control by a trust over which the RLE has significant control

The RLE has the right to exercise or actually exercises significant influence or control over the activities of a trust and:

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the right to the following percentage of any surplus assets on a winding up of the LP (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of any voting rights in the LP (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the persons entitled to take part in the management of the LP

the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the LP.

● Tick each that apply



FILE COPY

**CERTIFICATE OF REGISTRATION
OF A
LIMITED PARTNERSHIP**

Limited Partnership Number **SL35370**

The Registrar of Companies for Scotland hereby certifies that:

WYNDHAM FINANCE PARTNERSHIP LP

is this day registered under the Limited Partnerships Act 1907 as a Limited Partnership.

Given at Companies House on **6th December 2021**.



Companies House



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**