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COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

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

CHFP025

Please do not
write in
this margin

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

*insert full name
of Company

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number

1911

00849073

Name of company

* ROYAL BANK OF CANADA TRUST CORPORATION LIMITED (the "Chargor")

Date of creation of the charge

13 July 2009

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

Standard Security granted by the Chargor in favour of the Security Trustee dated 29 June 2009 (the "Standard Security").

Amount secured by the mortgage or charge

The payment and discharge of (a) all obligations of each Obligor owed or expressed to be owed to the Finance Parties whether owed jointly or severally, as principal or surety or in any other capacity;
(b) all obligations of the Chargor owed or expressed to be owed to the Finance Parties under the Standard Security whether owed jointly or severally, as principal or surety or in any other capacity; and
(c) in the case of each Obligor, any obligation referred to in (a) above which is or becomes void, voidable, invalid, unenforceable or otherwise irrecoverable and any cost, loss or liability which any Finance Party incurs as a result of such Obligor not paying any amount expressed to be payable by it to a Finance Party on the date when it is expressed to be due

Capitalised terms not defined in this Companies Form No. 395 are defined in the Schedule annexed hereto.

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

NYKREDIT REALKREDIT A/S (Registered Number 12719280 Copenhagen), Kalvebod Brygee 1-3, 1780 Copenhagen V, Denmark in its capacity as security trustee for and on behalf of the Finance Parties under and in terms of the Loan Agreement (the "Security Trustee", which expression shall include its successors and assignees as security trustee foresaid)

Postcode

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

Tods Murray LLP
Edinburgh Quay
133 Fountainbridge
Edinburgh
EH3 9AG

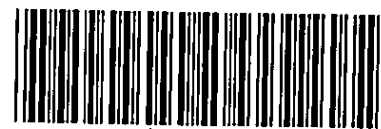
GMB.ANC.JBD.N10114.1001-0001

Time critical reference

For official Use (06/2005)
Mortgage Section

Post room

TUESDAY



SHH5FBXI

SCT

28/07/2009

35

COMPANIES HOUSE

ALL and WHOLE the leasehold interest in the property known as and forming Unit 3, 54 Canyon Road, Excelsior Park, Wishaw and Unit 4, 56 Canyon Road, Excelsior Park being the leasehold interest registered in the Land Register of Scotland under Title Number LAN173168

Please do not
write in
this margin

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

Particulars as to commission allowance or discount (note 3)

Nil.

Signed



Date 28 July 2009

On behalf of ~~XXXXXXXXXXXX~~ (chargee) † by a Partner for Tods Murray LLP

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 situate 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

"Borrower" means MC Income Plus Fund, a limited partnership registered in England and Wales with registration number LP009402 whose principal place of business is at 23 Bruton Street, London W1J 6QD acting through the General Partner.

"Facility Office" means the Lender's office at the address shown in schedule 2 of the Loan Agreement (The Bank's Commitment and Facility Office) or such other office notified by the Lender to the Borrower as the office through which it will perform its obligations under the Loan Agreement.

"Finance Parties" means the Lender, the Security Trustee and Registration Guarantor

"General Partner" means Mayfair General Partner (Income) Limited (registered number 04524848) a company incorporated in England and Wales whose registered office is at 23 Bruton Street, London W1J 6QD.

"Lender" means Nykredit Realkredit A/S (registered number 12719280 Copenhagen), a company incorporated in Denmark, acting through its Facility Office.

"Loan Agreement" means a loan agreement dated 23 June 2009 between the Borrower, the General Partner, Nykredit Bank A/S (as Registration Guarantor) and Nykredit Realkredit A/S (as Lender and Security Trustee) (as each such term is defined therein) as the same may be varied, amended, supplemented, restated or novated in any way from time to time being.

"Obligor" means the Borrower or the General Partner.

"Registration Guarantor" means Nykredit Bank A/S (registered number 10519608 Copenhagen) of Kalvebod Brygge 1-3, 1780 Copenhagen V, Denmark.

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COMPANIES FORM No. 398

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

398

CHFP025

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

00849073

Name of company

* ROYAL BANK OF CANADA TRUST CORPORATION LIMITED

* insert full name
of company

I We, TODS MURRAY LLP,

of Edinburgh Quay, 133 Fountainbridge, Edinburgh, EH3 9AG

§ give date and
parties to charge

certify that the charge § being a standard security granted by Royal Bank of Canada Corporation Limited in favour of Nykredit Realkredit A/S as security trustee therein mentioned dated 29 June 2009.

of which a true copy is annexed to this form was presented for registration on 13 July 2009

† delete as
appropriate

in [Scotland] ~~[Northern Ireland]~~

Signed



Date 28 July 2009

PARTNER, FOR TODS MURRAY LLP

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

Tods Murray LLP
Edinburgh Quay
133 Fountainbridge
Edinburgh
EH3 9AG

DX ED58 Edinburgh
GMB.ANC.JBD.N10114.1001-
0001

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. 849073

CHARGE NO. 91

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A STANDARD SECURITY WHICH
WAS PRESENTED FOR REGISTRATION IN SCOTLAND ON 13
JULY 2009 AND CREATED BY ROYAL BANK OF CANADA
TRUST CORPORATION LIMITED FOR SECURING ALL MONIES
DUE OR TO BECOME DUE FROM THE COMPANY AND EACH
OBLIGOR TO THE FINANCE PARTIES ON ANY ACCOUNT
WHATSOEVER 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 28 JULY 2009

GIVEN AT COMPANIES HOUSE, CARDIFF THE 1 AUGUST 2009



Companies House
— for the record —

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THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES