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legibly, preferably  
in black type, or  
bold block lettering

\*insert full name  
of Company

**COMPANIES FORM No. 395****Particulars of a mortgage or charge**

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

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number

5111

5593236

Name of company

\* Apia Nominee 1 Limited (the "Company")

Date of creation of the charge

13 January 2006

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

Assignment (the "Charge")

Amount secured by the mortgage or charge

The payment and discharge of all advances and all sums of principal, interest and charges which are at the Charge Date or which may at any time become due, owing and incurred and all obligations and liabilities which are at the Charge Date or which may at any time become due, owing or incurred, whether actual or contingent, solely or jointly with any other person or persons, firm or firms, company or companies or other, on any account or liability whatsoever and whether in that character of principal debtor, cautioner, guarantor, surety or otherwise howsoever including, without prejudice to the foregoing generality, (a) all sums and obligations for which the Assignors are or may become liable upon any banking account anywhere operated upon by the Assignors (or either of them) or with the Assignors' authority or upon bills, drafts, promissory notes, letters of credit, guarantees or otherwise howsoever, (b) interest, discount, commission and other charges computed day by day at such rate or rates as has or have been provided, or shall from time to time be provided, in any separate agreement between the Bank and the Assignors or, failing any such agreement, at the usual rates charged by the Bank. all such interest to include interest as well before as after any demand made or decree obtained by the Bank and (c) all costs, charges and expenses which may be paid or incurred in connection with preparing the Charge, or in perfecting the present security or in enforcing or obtaining payment of the monies, obligations and liabilities thereby secured (the "Secured Obligations").

(Capitalised terms not defined in this Form 395 are defined in Part 1 of the Schedule annexed hereto).

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

THE ROYAL BANK OF SCOTLAND PLC, 36 St Andrew Square, Edinburgh, EH2 2YB  
and its successors and assignees (hereinafter referred to as "the Bank").

Postcode EH2 2YB

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

Tods Murray LLP  
Edinburgh Quay  
133 Fountainbridge  
Edinburgh  
EH3 9AG

JAF.R00507.1084-0001

Time critical reference

For official Use (02/00)

Mortgage Section

Post room



Particulars of all the property mortgaged or charged

The Company's whole entitlement to receive from each of the tenants (together hereinafter referred to both individually and all together as the context may require as "the Tenants") for the time being and from time to time under the leases of the property known as Lomond House, 9 George Square, Glasgow (together hereinafter referred to both individually and all together as the context may require as "the Leases") referred to in Part 2 of the schedule annexed hereto, each as varied from time to time, all sums payable at the Charge Date and in the future in terms of the Leases in name of rent, including all interest or payments on late payment of rent and the whole amount of any future increase in rent resulting from the provisions of the Leases for review of rent (together hereinafter referred to as the "the Rents").

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)

Not applicable.

Signed Joyce Fernie for Todd Murray Ltd Date 16th January 2006

On behalf of ~~XXXXXXXXXXXX~~ (chargee) †

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

**This is the Schedule referred to in the foregoing Form 395**

**Part 1**

**Definitions**

**Assignors** means Apia Nominee 1 Limited and Apia Nominee 2 Limited in their capacity as trustees of the Apia Regional Office Fund Limited Partnership.

**Charge Date** means 21 December 2005.

**Obligant** means Apia Nominee 1 Limited and Apia Nominee 2 Limited in their capacity as trustees of the Apia Regional Office Fund Limited Partnership.

**Part 2**

**The Leases**

**1     3<sup>rd</sup>, 4<sup>th</sup>, 5<sup>th</sup> and 9<sup>th</sup> floors and Car Parking Spaces 1,2,3,4,10,18,19,20 and 23**

Lease between Co-operative Insurance Society and Peter Michael Shawyer, Allen Gerald Paisley, George Ritchie, Robert William Warburton in trust for the partners from time to time of the Firm of Deloitte & Touche dated 4 and 20 July 2000 and recorded in the Books of Council and Session on 26 September 2000

**2     Ground floor and Car Parking Spaces 9 and 22**

Lease between Co-operative Insurance Society Limited and The Scottish Ministers dated 5 and 25 September 2000 and registered in the Books of Council and Session on 14 December 2000

**3     1<sup>st</sup> Floor and Car Parking Spaces 14,15 and 16**

Lease between Co-operative Insurance Society Limited and Craigforth Services Limited dated 27 January and 23 February 2000 and registered in the Books of Council and Session on 30 March 2000

**4     2<sup>nd</sup> floor and Car Parking Spaces 17 and 21**

Lease between Co-operative Insurance Society Limited and Craigforth Services Limited dated 27 January and 23 February 2000 and registered in the Books of Council and Session on 28 March 2000

**5     6<sup>th</sup> Floor and Car Parking Spaces 11, 12 and 13**

Lease between Co-operative Insurance Society Limited and Level One (UK) Limited dated 8 and 10 November 1999 and 20 January 2000 and registered in the Books of Council and Session on 24 February 2000

**6     7<sup>th</sup> floor and Car Parking spaces 7 and 8**

Lease between Co-operative Insurance Society Limited and Level One (UK) Limited dated 27 November and 13 December 2000 and registered in the Books of Council and Session on 15 January 2001

7     8<sup>th</sup> floor and Car Parking spaces 5 and 6

Lease between Co-operative Insurance Society Limited and Occupational Healthcare Limited dated 6 and 23 July 1999 and registered in the Books of Council and Session on 22 September 1999

8     Basement Electricity Sub-Station

Sub-Lease between Co-operative Insurance Society Limited and Scottish Power plc dated 9 February and 4 March 1993 and recorded on 22 April 1993

9     Sub-Basement Electricity Sub-Station

Lease between Co-operative Insurance Society Limited and Scottish Power plc dated 24 April and 8 May 1997 and recorded on 20 August 1998

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*This certificate has been  
replaced by an amended  
certificate issue on 15/3/06*

## CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

Pursuant to section 401(2) of the Companies Act 1985

COMPANY No. 05593236

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT AN ASSIGNATION DATED THE 13th JANUARY 2006 AND CREATED BY APIA NOMINEE 1 LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE ASSIGNORS TO THE ROYAL BANK OF SCOTLAND PLC AND ITS SUCCESSORS AND ASSIGNEES 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 16th JANUARY 2006.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 20th JANUARY 2006.

*P. Angell*



Companies House

— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES

FILE COPY



## CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

Pursuant to section 401(2) of the Companies Act 1985

COMPANY No. 05593236

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT AN ASSIGNATION DATED THE 21st DECEMBER 2005 AND CREATED BY APIA NOMINEE 1 LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE ASSIGNORS TO THE ROYAL BANK OF SCOTLAND PLC AND ITS SUCCESSORS AND ASSIGNEES 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 16th JANUARY 2006.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 15th MARCH 2006.



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*

— for the record —