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CHFP041

COMPANIES FORM No. 395

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.

Please do not
write in
this margin

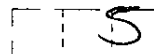
Please complete
legibly, preferably
in black type or
bold block
lettering

* 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



6293667

Name of company

* R & L Properties No 5 Limited ("the Chargor")

Date of creation of the charge

12 September 2007

24.08.07

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

Standard Security

12-09-07

Amount secured by the mortgage or charge

All present and future obligations and liabilities (whether actual or contingent and whether owned jointly or severally or in any other capacity whatsoever) of each Obligor to any Finance Party under any Finance Document, except for any obligation which, if it were so included, would result in this Standard Security contravening Section 151-158 of the Companies Act 1985.

SEE PAPER APART FOR DEFINITIONS.

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

Barclays Capital Mortgage Servicing Limited (as agent and trustee), 1
Churchill Place, London

Postcode E14 5HP

Presenter's name, address and
reference (if any)

Dundas & Wilson CS LLP
Saltire Court
20 Castle Terrace
Edinburgh EH1 2EN
AAT/BAR011 0110

Time critical reference

For official use (02/2006)
Mortgage Section

Post room

FRIDAY



ABSYOT5X

A23

21/09/2007

344

COMPANIES HOUSE

OM395/1

Short particulars of all the property mortgaged or charged

The Chargor's whole right, title and interest in respect of the Properties
SEE PAPER APART FOR DEFINITIONS

Please do not
write in
this margin

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

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

† Delete as
appropriate

Particulars as to commission allowance or discount (note 3)

NONE

Signed

Date 14 September 2007

On behalf of [company] [mortgagee/chargee] †

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 are to be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is - Companies House, Crown Way, Cardiff CF4 3UZ.

This is the Paper Apart referred to in the foregoing Form 395 in respect of the Standard Security granted by R & L Properties No 5 Limited in favour of Barclays Capital Mortgage Servicing Limited as agent and trustee

Credit Agreement means credit agreement dated 29 June 2007 between (among others) the Chargor and the Facility Agent as amended and supplemented from time to time

"Finance Documents" has the meaning given to it in the Credit Agreement

"Finance Party" has the meaning given to it in the Credit Agreement

"Obligor" has the meaning given to it in the Credit Agreement

"Properties" means

(First) ALL and WHOLE the sub-tenant's interest in the Sub Lease between Scottish & Newcastle G2 Limited and Kilt Caymanco 3 Limited dated 20 August 2007 in respect of (A) the subjects known as and forming MacGochans, 1 Longrow South, Campbeltown, the head landlord's interest in such subjects being registered in the Land Register of Scotland under Title Number ARG308, (B) the subjects known as and forming Jack Dempseys, 1 Hillview Place, Alexandria, the head landlord's interest in such subjects being registered in the Land Register of Scotland under Title Number DMB51965, (C) the subjects known as and forming the Ship Inn, 21 Marketgate and 41a Ladybridge Street, Arbroath the head landlord's interest in such subjects being registered in the Land Register of Scotland under Title Number ANG25783, (D) the subjects known as and forming the Abbey Inn, Cupar Road, Newburgh, Cupar the head landlord's interest in such subjects being registered in the Land Register of Scotland under Title Number FFE22851 and **(Second) ALL and WHOLE** the sub-tenant's interest in the Sub Lease between Kilt Caymanco 3 Limited and Scottish & Newcastle G2 Limited dated 20 August 2007 in respect of (1) the subjects known as 'Cross Keys', 118 and 120 Stirling Street, Alva, FK12 5EH the head landlord's interest in such subjects being registered in the Land Register of Scotland under Title Numbers CLK6767 and CLK8302 (2) the subjects known as "Mickey Coyles" Public House, 21-23 Old Hawkhill, Dundee, DD1 5EU the head landlord's interest in such subjects being registered in the Land Register of Scotland under Title Number ANG8934 (3) the subjects known as and forming the Thistle Bar, 1 Mill Street, Junction Place, Alloa comprising (A) ALL and WHOLE the subjects forming numbers Eighty and Eighty two Mill Street, Alloa consisting of two shops and relative offices which subjects extend to six poles Twenty eight yards or thereby imperial measure lying within the Town and Parish of Alloa and Shire of Clackmannan being the subjects more particularly described in Disposition by Daniel Alexander Fraser in favour of Maclay Inns Limited (wherein they are named Maclay & Company Limited their name having changed conform to Certificate of Incorporation on change of name dated 3 October 1994) dated 13 February and recorded in the Division of the General Register of Sasines for the County of Clackmannan on Tenth March both in the year Nineteen Hundred and Twenty Six, BUT EXCEPTING THEREFROM (ONE) ALL and WHOLE the shop and back shop known as Eighty Mill Street, Alloa being the subjects more particularly described in and disposed by Disposition by Maclay Inns Limited (wherein they are named Maclay & Company Limited as aforesaid) in favour of Denis Howard Morrice dated Twenty fourth January and recorded in the said Division of the General Register of Sasines on Thirty first March, both in the year Nineteen Hundred and Sixty Four, (TWO) ALL and WHOLE that shop and back shop known as Number Eighty two Mill Street, Alloa being the subjects more particularly described in and disposed by Disposition by Maclay Inns Limited (wherein they are named Maclay & Company Limited as aforesaid) in favour of Fraser & Carmichael Limited dated 20 February and recorded in the said Division of the General Register of Sasines on 9 March, both 1964, and (THREE) ALL and WHOLE the dwelling house known as Number Eighty A Mill Street,

Alloa being the subjects more particularly described in and disposed by Disposition by Maclay Inns Limited (wherein they are named Maclay & Company Limited as aforesaid) in favour of Mrs Gerarda Amelia Falcone dated 20 and recorded in the said Division of the General Register of Sasines on 31, both days of December 1985, (B) ALL and WHOLE that piece of ground at Junction Place in Alloa being the subjects described in and disposed by Disposition by Mrs Isabella McQueen or McHardy or Sinclair in favour of Maclay Inns Limited (wherein they are named Maclay & Company Limited as aforesaid) dated 15 December 1923 and recorded in the said Division of the General Register of Sasines on 14 January 1924, (C) ALL and WHOLE that tenement of houses lying on the west side of the street leading from the bridge to the town head of Alloa, being the subjects described in and disposed by Disposition by John Gray in favour of Maclay Inns Limited (wherein they are named Maclay & Company Limited as aforesaid) dated 17 February and recorded in the said Division of the General Register of Sasines on 2 March both 1925, (D) ALL and WHOLE those subjects on the north west side of Auld Brig Road, Alloa registered in the Land Register of Scotland under Title Number CLK7415 all as the head landlord's interest in such subjects being whole subjects known as and forming the Thistle Bar aforesaid are in the process of being registered in the Land Register of Scotland under title number CLK12360, and (4) the subjects known as and forming The Wee Train, 22 Wallace Street, Galston, KA4 8HP the head landlord's interest in such subjects being registered in the Land Register of Scotland under Title Number AYR42725 **TOGETHER WITH** (One) the whole buildings and other erections thereon, (Two) the fixtures and fittings therein and thereon, (Three) the parts, privileges and pertinents thereof, and (Four) the Chargor's whole right title and interest, present and future, therein and thereto

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

Pursuant to section 398(4) of the Companies Act 1985

Please do not
write in
this margin

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

* Insert full name
of company

To the Registrar of Companies
(Address overleaf)

For official use

Company number

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6293667

Name of company

* R & L Properties No 5 Limited

I, Dundas & Wilson CS LLP

of Saltire Court, 20 Castle Terrace, Edinburgh EH1 2EN

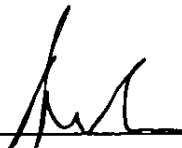
† give date and
parties to charge

certify that the charge† Standard Security by R & L Properties No 5 Limited to
Barclays Capital Mortgage Servicing Limited as Agent and Trustee dated 24 August 2007

‡ delete as
appropriate

of which a true copy is annexed to this form was presented for registration on 12 September 2007
in [Scotland]~~or Northern Ireland~~‡

Signed



Date

14/9/07

Presenter's name, address and
reference (if any)

Dundas & Wilson CS LLP
Saltire Court
20 Castle Terrace
Edinburgh EH1 2EN

AAT/BAR011 0110

For official use (02/06)
Mortgage section

Post room

Notes

The address of 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 06293667

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A STANDARD SECURITY WHICH WAS PRESENTED FOR REGISTRATION IN SCOTLAND ON 12 SEPTEMBER 2007 AND DATED THE 24th AUGUST 2007 AND CREATED BY R & L PROPERTIES NO 5 LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM EACH OBLIGOR 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 XII OF THE COMPANIES ACT 1985 ON THE 21st SEPTEMBER 2007

GIVEN AT COMPANIES HOUSE, CARDIFF THE 25th SEPTEMBER 2007

P. Neel



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES