

007593

13

**M**

COMPANIES FORM No. 410(Scot)  
**Particulars of a charge created  
 by a company registered in Scotland**

**410**

CHWP000

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

Pursuant to section 410 of the Companies Act 1985

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

\* insert full name  
 of company

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

For official use

Company number

42

SC090312

Name of company

\* THE ROYAL BANK OF SCOTLAND PLC incorporated in Scotland and operating through its  
 Registered Office at 36 St Andrew Square, Edinburgh, Scotland EH2 2YB (the "Chargor")

Date of creation of the charge (note 1)

13 FEBRUARY 2009

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

Debenture by the Chargor in favour of the Bank (the "Debenture")

Amount secured by the charge

All monies which now are or at any time hereafter may be or become due or owing by the Chargor to the Bank under (1) a Custody Agreement (in respect of the services provided under the Collateral Management Agreements) and/or (2) the Collateral Management Agreements and discharge all other liabilities, whether actual or contingent, now existing or hereafter incurred by the Chargor to the Bank under or in connection with the Custody Agreement or the Collateral Management Agreements (whether in either case due, owing or incurred by the Chargor alone or jointly with any other person(s) and in whatever name, firm or style and whether as principal or surety) together with interest, discount, commission and other banking charges (including all interest payable on such monies or liabilities after a demand has been made by the Bank) and all other monies and liabilities payable or to be discharged by the Chargor under or pursuant to the Debenture (the "Secured Obligations").

If there is not enough  
 space on this form  
 you may use the  
 prescribed  
 continuation sheet  
 410cs

Names and addresses of the persons entitled to the charge

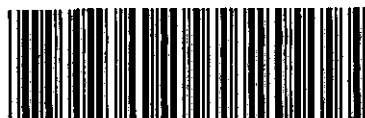
The Bank of New York Mellon at One Canada Square, London E14 5AL (the "Bank")

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

The Bank of New York Mellon  
 1 Canada Square, London  
 E14 5AL (Ref: Abbey/Legal/43 ocs)

For official  
 Charges Se

WEDNESDAY



A32 04/03/2009 200  
 COMPANIES HOUSE

A27 18/02/2009 192  
 COMPANIES HOUSE

Short particulars of all the property charged.

Please do not  
write in  
this margin

## 1. The Floating Charge

Under the Debenture, the Chargor as beneficial owner (and to the intent that the security so constituted shall be a continuing security in favour of the Bank) charges with the payment and discharge of the Secured Obligations by way of first floating charge all Securities, Deposits and any other assets now or at any time hereafter belonging to the Chargor and held by, to the order of, for the account, or under the control or direction of, the Bank from time to time under or in connection with the Custody Agreement or the Collateral Management Agreements, together with all dividends, interest and other income and all other rights of whatsoever kind deriving from or incidental to any of the foregoing (the "Charged Property").

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

If there is not enough  
space on this form  
you may use the  
prescribed  
continuation sheet  
410cs

Statement, in the case of a floating charge, as to any restrictions on power to grant further securities and any ranking provision (note 2)

## 2. Restrictions on other securities and disposals

The Chargor shall not at any time without the prior written consent or agreement of the Bank create, extend or permit to subsist any mortgage or other fixed security, floating charge, pledge, hypothecation or lien (other than a lien arising by operation of law) or other security interest of any kind over the Charged Property, whether in any such case ranking in priority to or pari passu with or after the floating charge created by the Chargor pursuant to the Debenture and referred to in paragraph 1 above.

Particulars as to commission, allowance or discount paid (see section 413(3))

NIL

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

Signed S. Abbey (SIMON ASBEY) Date 17 February 2009

On behalf of ~~company~~ charged VICE PRESIDENT

### 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 despatched 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. 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, 37 Castle Terrace, Edinburgh EH1 2EB  
DX 235 Edinburgh or LP - 4 Edinburgh 2

† delete as  
appropriate

Please do not  
write in this  
binding margin

## COMPANIES FORM No. 395 (Cont.) AND FORM No. 410 (Scot)(Cont.)

# Particulars of a mortgage or charge (continued)

Continuation sheet No 1  
to Form No 395 and 410 (Scot)

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

Company number

SC090312

Name of company

\* delete if  
inappropriate

•THE ROYAL BANK OF SCOTLAND PLC incorporated in Scotland and operating through its  
Registered Office at 36 St Andrew Square, Edinburgh Scotland EH2 2YB (the "Chargor") Limited \*

Description of the instrument creating or evidencing the mortgage or charge (continued) (note 2)

## 3. Definitions

In this Form 410, the following definitions shall have the following meanings:

"Account(s)" means each account or other deposit for the time being maintained with the Bank by the Chargor pursuant to the Custody Agreement;

"Collateral Management Agreements" means the agreements now or hereafter in place between the Chargor and the Bank in relation to the collateral management services provided by the Bank to the Chargor;

"Custody Agreement" means the custody agreement entered into between the Chargor and the Bank dated 1st September 2008;

"Deposit(s)" means each credit balance from time to time on an Account and all rights, benefits and proceeds in respect thereof; and

"Securities" means at any time all securities (and all rights, benefits and proceeds attaching to, arising from, or in respect of, such securities):

(a) held by, to the order, for the account or under the control or direction of, the Bank; and

(b) held by any clearing system or sub-custodian on behalf of, for the account of or to the order of the Bank,

and in each case for the time being recorded in a securities account maintained with the Bank by the Chargor pursuant to the Custody Agreement.

Amount due or owing on the mortgage or charge (continued)

Please do not  
write in this  
binding margin

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



**FILE COPY**

**CERTIFICATE OF THE REGISTRATION  
OF A CHARGE**

COMPANY NO. 90312

CHARGE NO. 42

I HEREBY CERTIFY THAT A CHARGE CREATED BY THE  
ROYAL BANK OF SCOTLAND PUBLIC LIMITED COMPANY

ON 13 FEBRUARY 2009

FOR SECURING ALL SUMS DUE OR TO BECOME DUE ALL  
SUMS DUE OR TO BECOME DUE

IN FAVOUR OF THE BANK OF NEW YORK MELLON

WAS DELIVERED PURSUANT TO SECTION 410 OF THE  
COMPANIES ACT 1985 ON 4 MARCH 2009

GIVEN AT COMPANIES HOUSE, EDINBURGH 10 MARCH 2009



*Companies House*  
— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES