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COMPANIES FORM No. 410(Scot)

Particulars of a charge created by a company registered in Scotland

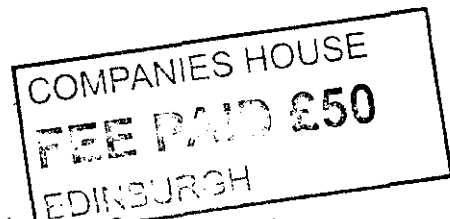
410

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

Pursuant to section 410 of the Companies Act 1985



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

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

For official use Company number

[] [] [] [] [] [] [] [] [] []

SC118669

Name of company

* The Town House Company Limited

Date of creation of the charge (note 1)

17 June 2009

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

Floating Charge

Amount secured by the charge

Please see attached Rider A.

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

Bank of Scotland plc a company incorporated in Scotland (Company Number SC327000), having its registered office at The Mound, Edinburgh EH1 1YZ.

Presenter's name address telephone
number and reference (if any):
Dickson Minto W.S.
16 Charlotte Square
Edinburgh
EH2 4DF

0131 225 4455
B027.335 (FC)

For official use (02/06)
Charges Section

Post room

TUESDAY



SCT

SIYMZAY1
23/06/2009
COMPANIES HOUSE

107

Short particulars of all the property charged.

Please see attached Rider B.

Please do not
write in
this margin

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

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

Please see attached Rider C.

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

N/A

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

Signed Deekson Amato Date 23 June 2009

On behalf of ~~XXXXXXXX~~ [chargee] †

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, 139 Fountainbridge, Edinburgh EH3 9FF
DX 235 Edinburgh or LP - 4 Edinburgh 2

† delete as
appropriate

THE TOWN HOUSE COMPANY LIMITED

(Registered Number SC118669)

FORM 410 – RIDER A – (FLOATING CHARGE)

Amount secured by the charge

All or any money and liabilities which shall from time to time (and whether on or at any time after demand) be due, owing or incurred in whatsoever manner to BoS by the Company, whether actually or contingently, solely or jointly and whether as principal, guarantor, cautioner or surety including any money and liabilities of the Company to a third party which have been assigned or novated to or otherwise vested in BoS, and including interest, discount, commission and other lawful charges or expenses which BoS may in the course of its business charge or incur in respect of any of those matters or for keeping the Company's account, and so that interest shall be computed and compounded according to the usual BoS rates and practice as well after as before any demand made or decree obtained under or in relation to the Floating Charge.

Where:-

"BoS"

means Bank of Scotland plc (Company Number SC327000) having its registered office at The Mound, Edinburgh EH1 1YZ and its successors, assignees and transferees;

"Company"

means The Town House Company Limited (Company Number SC118669) having its registered office at 35 Drumsheugh Gardens, Edinburgh, Midlothian EH3 7RN; and

"Floating Charge"

means the floating charge dated 17 June 2009 granted by the Company in favour of BoS.

THE TOWN HOUSE COMPANY LIMITED**(Registered Number SC118669)****FORM 410 – RIDER B – (FLOATING CHARGE)****Short particulars of all the property charged**

1. The Company grants a floating charge over the Assets to BoS as a continuing security for the payment or discharge of the Secured Liabilities.
2. Paragraph 14 of Schedule B1 to the Insolvency Act 1986 shall apply to the Floating Charge.
3. The Company agrees that any money from time to time standing to its credit on any account (whether current, deposit, loan or of any other nature whatsoever) with BoS may be retained as cover for and/or applied by BoS at any time and without notice to the Company (whether on or before the expiry of any fixed or minimum period for which such money may have been deposited) in or towards payment or discharge of the Secured Liabilities or such part of them as BoS may select.

Where:-

"Assets" means the whole of the property (including uncalled capital) which is or may be from time to time comprised in the property and undertaking of the Company; and

"Secured Liabilities" means the amount secured by the charge more particularly described in Rider A.

Terms defined in Rider A will have the same meaning in this Rider B.

THE TOWN HOUSE COMPANY LIMITED**(Registered Number SC118669)****FORM 410 – RIDER C – (FLOATING CHARGE)**

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

1. The Company agrees that it shall be prohibited from granting or creating subsequent to the date of the Floating Charge any fixed security or any other floating charge over the Assets or any part or parts of them, other than in favour of BoS or in favour of another person and with the prior written consent of BoS.
2. Any fixed security granted by the Company in favour of BoS (whether before or after the Floating Charge) shall rank in priority to the floating charge created by the Floating Charge.
3. In the event that the Company grants or creates any fixed security or floating charge in breach of the prohibition in Clause 3.1 of the Floating Charge or with the consent of BoS under Clause 3.1 of the Floating Charge but with no written agreement of BoS as to the ranking of them, the Floating Charge shall rank in priority to that fixed security or floating charge.

Terms defined in Riders A and B will have the same meaning in this Rider C.



FILE COPY

**CERTIFICATE OF THE REGISTRATION
OF A CHARGE**

COMPANY NO. 118669

CHARGE NO. 8

**I HEREBY CERTIFY THAT A CHARGE CREATED BY THE TOWN
HOUSE COMPANY LIMITED**

ON 17 JUNE 2009

FOR SECURING ALL SUMS DUE OR TO BECOME DUE

IN FAVOUR OF BANK OF SCOTLAND PLC

**WAS DELIVERED PURSUANT TO SECTION 410 OF THE
COMPANIES ACT 1985 ON 23 JUNE 2009**

GIVEN AT COMPANIES HOUSE, EDINBURGH 24 JUNE 2009



Companies House
— for the record —



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