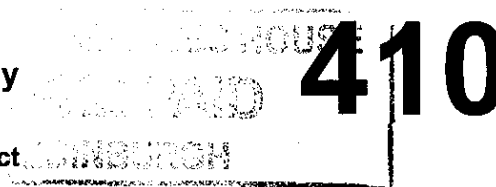


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CHFP000

COMPANIES FORM No. 410 (Scot)

**Particulars of a charge created by a company
registered in Scotland****A fee of £10 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 black lettering*To the Registrar of Companies
(Address overleaf - Note 6)7
For official useCompany Number
SC172288** insert full name of
company*

Name of company

SCOTTISH SEABIRD CENTRE

Date of creation of the charge (note 1)

5 April 2005

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

Standard Security

Amount secured by the charge

See Paper Apart 1

Names and addresses of the persons entitled to the charge

**THE MILLENNIUM COMMISSION, a body incorporated established by section 40 of the National
Lotteries Etc Act 1993 and having its head office formerly at Portland House, Stag Place,
London SW1E 5EZ and now at 1 Plough Place, London EH4E 1DE.**Presentor's name address telephone
number and reference (if any):**Burness LLP
242 West George Street
Glasgow G2 4QY
(DX GW 154, GLASGOW)**Tel: 0141 273 6767
Ref: MIL/155/22 AJMCFor official use:
Charges Section

Post room



Short particulars of all the property charged.

Please do not write in this margin

See Paper Apart 2

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)

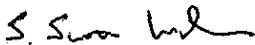
N/A

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

N/A

A fee of £10 is payable to
Companies House in
respect of each register
entry for a mortgage or
charge.
(See Note 5)

Signed



Date: 18 April 2005

FOR AND ON BEHALF OF

On behalf of chargee BUSINESS LLP

= delete as
appropriate

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 of 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 or 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. 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 Street, Edinburgh EH1 2EB

Papers apart relative to Companies House Form No. 410 (Scot) in respect of the Scottish Seabird Centre

Registered Number: SC172288

In these Papers Apart:-

"the Charge" means the standard security by the Chargor in favour of the Lender dated 10 February 2005 registered in the Land Register of Scotland under Title Number ELN9418 on 5 April 2005;

"Chargor" means the Scottish Seabird Centre, a company incorporated under the Companies Acts with registered number SC 172288 and having its registered office at Scottish Seabird Centre, The Harbour, North Berwick, East Lothian EH39 4SS;

"Lender" means the Millennium Commission, a body corporate established by Section 40 of the National Lotteries Etc Act 1993 and having its head office at 1 Plough Place, London EC4A 1DE;

"Secured Assets" means the subjects comprising ALL and WHOLE those subjects in the County of East Lothian comprising (One) the upper floor of the property formerly known as the Sun Pavilion, The Harbour, North Berwick, in the County of East Lothian being the subjects extending to one hundred and sixty five square metres and six decimal or one tenth parts of a square metre (165.6 square metres) or thereby all as shown hatched and cross-hatched in black and delineated in red on plan 1 annexed and executed as relative to the Charge; and (Two) the portion of the lower floor of the said property extending to one hundred and five square metres and four decimal or one tenth parts of a square metre (105.4 square metres) or thereby all as shown cross-hatched in black and delineated green on plan 2 annexed and subscribed as relative to the Charge, which subjects form part and portion of ALL and WHOLE those subjects in the Burgh of North Berwick and the County of East Lothian forming part of the Estate of North Berwick, as more particularly described in and disposed by the Disposition by Sir Hew Hamilton Dalrymple, of North Berwick, Baronet, in favour of the Provost, Magistrates and Councillors of the Royal Burgh of North Berwick dated 19 and recorded in the Burgh Register of Sasines for North Berwick on 20, both days of May 1922; TOGETHER WITH so far as the Chargor is entitled under the lease between the Chargor and East Lothian Council dated 18 November 2004 and registered in the Land Register of Scotland under Title Number ELN9418 (One) the part of the said property hereby secured; (Two) the whole rights, common, mutual or otherwise effering to the said subjects; (Three) the whole fittings and fixtures in and upon the said subjects; and (Four) the Chargor's whole right, title and interest, present and future, in and to the said subjects; and

"Secured Liabilities" means all present and future obligations and liabilities of the Chargor to the Lender, whether actual, contingent, sole, joint and/or several or otherwise including, without prejudice to the foregoing generality, all obligations to indemnify the Lender.

FILE COPY



**CERTIFICATE OF THE REGISTRATION
OF A CHARGE**

Company number 172288

I hereby certify that a charge created by

SCOTTISH SEABIRD CENTRE

on 5 APRIL 2005

for securing ALL SUMS DUE, OR TO BECOME DUE

in favour of THE MILLENNIUM COMMISSION

was delivered pursuant to section 410 of the Companies Act, 1985,
on 19 APRIL 2005 given at Companies House, Edinburgh
21 APRIL 2005



C O M P A N I E S H O U S E



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES