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CHFP041

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Please complete
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in black type, or
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lettering

* insert full name
of company

If there is not enough
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you may use the
prescribed
continuation sheet
410cs

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

Pursuant to section 410 of the Companies Act 1985

COMPANIES HOUSE
FEE PAID
EDINBURGH

To the Registrar of Companies
(Address overleaf Note 6)

For official use Company number



SC220297

Name of company

* Dumfries and Galloway Housing Partnership Limited (the "Chargor")

Date of creation of the charge (note 1)

4 November 2008

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

Standard Security (the "Charge")

Amount secured by the charge

The Secured Obligations

Please see Paper Apart 1 for defined terms

Names and addresses of the persons entitled to the charge

Dexia Credit Local, London Branch (Company Number FC022738) acting through
its office at Shackleton House, 4 Battle Bridge Lane, London SE1 2RB (the
"Security Agent")

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

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

For official use (02/2006)
Charges Section

WEDNESDAY



SCT

SRWG54KO
05/11/2008
COMPANIES HOUSE

947

Short particulars of all the property charged

The Security Subjects.

Please see Paper Apart 1 for defined terms

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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)

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

[Signature] CSUP

Date 5 November 2008

On behalf of [company] [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, 37 Castle Terrace, Edinburgh EH1 2EB
DX 235 Edinburgh or LP-4 Edinburgh 2

† delete as
appropriate

This is Paper Apart 1 referred to in the foregoing Form 410 relating to a Standard Security by Dumfries and Galloway Housing Partnership Limited in favour of Dexia Credit Local, London Branch.

Existing Security means all or any of the Security Documents.

Facility Agreement means the facility agreement providing for up to £120,000,000 among the Finance Parties and the Chargor dated 10 April 2003 as (1) amended on 1 March 2007, (2) novated on 4 December 2007, (3) amended and restated by an amendment and restatement agreement dated on or around the date hereof and made among the Chargor as borrower and Dexia Credit Local, London Branch as arranger, as facility agent, as original lender and as security agent, and (4) as supplemented, amended, extended, renewed, restated, novated or replaced from time to time

Finance Documents has the meaning given to it in the Facility Agreement

Finance Party has the meaning given to it in the Facility Agreement

Outstanding Secured Amounts means all monies duly and properly secured by the Existing Security.

Secured Obligations means all present and future liabilities and obligations (whether actual or contingent and whether owed jointly or severally or in any other capacity whatsoever) which now or hereafter may be or become due and owing by the Chargor to any Finance Party under each of the Finance Documents excluding the Outstanding Secured Amounts

Security Documents has the meaning given to it in the Facility Agreement

Security Subjects means the heritable properties in Dumfries and Galloway described in Paper Apart 2 and shall be construed as referring to each individual title number forming part thereof

This is Paper Apart 2 referred to in the foregoing Paper Apart 1 relating to the foregoing Form 410 relating to a Standard Security by Dumfries and Galloway Housing Partnership Limited in favour of Dexia Credit Local, London Branch.

ADDRESS	TITLE NUMBER
AE	DMF12301
AMISFIELD	DMF12303
ANNAN	DMF12304
ANNAN	DMF12328
ANNAN	DMF12329
ANNAN	DMF12348
ANNAN	DMF12363
AULDGIRTH	DMF12305
BANKEND	DMF12306
BANKSHILL	DMF12307
BEATTOCK	DMF12308
BORELAND	DMF12310
BRYDEKIRK	DMF12311
BURNHEAD	DMF12312
CAMPLE	DMF12313
CANONBIE	DMF12314
CARRONBRIDGE	DMF12315
CARRUTHERSTOWN	DMF12316
CHAPELKNOWE	DMF12317
COLLIN	DMF12318
CRAWICK	DMF12319
CROCKETFORD	DMF12320
DIRROPS, WATERBECK	DMF12322

ADDRESS	TITLE NUMBER
DORNOCK	DMF12323
DUMFRIES	DMF12324
DUMFRIES	DMF12325
DUMFRIES	DMF12327
DUMFRIES	DMF12473
DUMFRIES	DMF12474
DUMFRIES	DMF12475
DUMFRIES	DMF12476
DUMFRIES	DMF12477
DUMFRIES	DMF12478
DUMFRIES	DMF12479
DUMFRIES	DMF12480
DUMFRIES	DMF12481
DUMFRIES	DMF12482
DUMFRIES	DMF12483
DUMFRIES	DMF12484
DUMFRIES	DMF12485
DUMFRIES	DMF12486
DUMFRIES	DMF12487
DUMFRIES	DMF12488
DUMFRIES	DMF12489
DUMFRIES	DMF12490
DUMFRIES	DMF12491
DUMFRIES	DMF12492
DUNSCORE	DMF12330
DURISDEER MILL	DMF12331

ADDRESS	TITLE NUMBER
EAGLESFIELD	DMF12332
EASTRIGGS	DMF12333
ECCLEFECHAN	DMF12334
ESKDALEMUIR	DMF12335
EVERTOWN	DMF12336
GAIR	DMF12337
GILLNOCKIE	DMF12338
GRETNA	DMF12339
GRETNA GREEN	DMF12340
HARELAW	DMF12341
HIGHTAE	DMF12342
HOLYWOOD	DMF12343
JOHNSTONEBRIDGE	DMF12346
KELLOHOLM	DMF12349
KELTON	DMF12350
KINGHOLM QUAY	DMF12351
KIRKCONNEL	DMF12352
KIRKCONNEL	DMF12440
KIRKCONNEL	DMF12441
KIRKMAHOE	DMF12353
KIRKPATRICK FLEMING	DMF12354
KIRKTON	DMF12355
KIRTLEBRIDGE	DMF12356
LANGHOLM	DMF12357
LANGHOLM	DMF12445
LOCHARBRIGGS	DMF12358

ADDRESS	TITLE NUMBER
LOCHARBRIGGS	DMF12443
LOCHARBRIGGS	DMF12444
LOCHMABEN	DMF12360
LOCHMABEN	DMF12442
LOCKERBIE	DMF12361
LOCKERBIE	DMF12362
LOCKERBIE	DMF12457
LOCKERBIE	DMF12458
LOCKERBIE	DMF12459
LOCKERBIE	DMF12460
MENNOCK	DMF12326
MIDDLEBIE	DMF12364
MILLHOUSEBRIDGE	DMF12365
MOFFAT	DMF12366
MOFFAT	DMF12453
MONIAIVE	DMF12367
MOUSWALD	DMF12368
NETHERMILL	DMF12369
NEW ABBEY	DMF12370
NEWBIE	DMF12371
PARKGATE	DMF12372
RIGG	DMF12373
ROWANBURN	DMF12374
SANQUHAR	DMF12375
SANQUHAR	DMF12463
SANQUHAR	DMF12464

ADDRESS	TITLE NUMBER
SHIELDHILL	DMF12376
SIBBALDBIE	DMF12377
SPRINGFIELD	DMF12378
TEMPLAND	DMF12379
THORNHILL	DMF12381
THORNHILL	DMF12461
THORNHILL	DMF12462
TORTHORWALD	DMF12382
WALLACETON	DMF12383
YESKET	DMF12386
AUCHENCAIRN	KRK4761
BALMACLELLAN	KRK4762
BEESWING	KRK4763
BORGUE	KRK4764
BRIDGE OF DEE	KRK4765
CARGENBRIDGE	KRK4766
CARSPHAIRN	KRK4768
CASTLE DOUGLAS	KRK4769
CASTLE DOUGLAS	KRK4808
CASTLE DOUGLAS	KRK4809
CLOSEBURN	KRK4770
CLOSEBURN and PALNURE	KRK4810
CREETOWN	KRK4771
CROSSMICHAEL	KRK4772
DALBEATTIE	KRK4825
DALBEATTIE	KRK4826

ADDRESS	TITLE NUMBER
DALBEATTIE	KRK4827
DALRY	KRK4773
DUNDRENNAN	KRK4774
GATEHOUSE OF FLEET	KRK4775
GELSTON	KRK4776
GLENCAPLE	KRK4777
GLENLOCHAR	KRK4778
HAUGH OF URR	KRK4779
KIRKCUDBRIGHT	KRK4780
KIRKCUDBRIGHT	KRK4812
KIRKGUNZEON	KRK4781
LAURIESTON	KRK4782
LOCHFOOT	KRK4828
MERSERCROFT, KIRKCUDBRIGHT	KRK4815
MERSECROFT, KIRKCUDBRIGHT	KRK4816
NEW GALLOWAY	KRK4783
OLD BRIDGE OF URR	KRK4784
PALNACKIE	KRK4785
PARKGATE	KRK4786
PENPONT	DMF12347
PORTLING	KRK4788
PRESTONMILL	KRK4789
RHONEHOUSE	KRK4790
RINGFORD	KRK4791
SHAWHEAD	KRK4792
SPRINGHOLM	KRK4793

ADDRESS	TITLE NUMBER
TERREGLES	KRK4794
TWYNHOLM	KRK4795
CAIRNRYAN	WGN3753
CARTY	WGN3754
CASTLE KENNEDY	WGN3755
CULQUHIRK	WGN3756
DRUMMORE	WGN3758
DUNRAGIT	WGN3759
GARLIESTON	WGN3760
GLENLUCE	WGN3761
GLENSTOCKADALE	WGN3762
ISLE OF WHITHORN	WGN3763
KIRKCOLM	WGN3764
KIRKOWAN	WGN3765
KIRKINNER	WGN3766
LESWALT	WGN3767
LOCHANS	WGN3768
MINNIGAFF	KRK4813
MOCHROM	WGN3770
MOCHROM PARK/GRANGE OF BLADNOCK	WGN3771
MONREITH	WGN3772
NEW LUCE	WGN3773
NEWTON STEWART	WGN3774
NEWTON STEWART	WGN3804
NEWTON STEWART	WGN3805
NEWTON STEWART	WGN3806

ADDRESS	TITLE NUMBER
NEWTON STEWART	WGN3807
PORTLOGAN	WGN3776
PORTPATRICK	WGN3777
PORTWILLIAM	WGN3778
SANDHEAD	WGN3779
SORBIE	WGN3780
STONEYKIRK	WGN3781
STRANRAER	WGN3782
STRANRAER	WGN3809
STRANRAER	WGN3810
STRANRAER	WGN3811
STRANRAER	WGN3812
STRANRAER	WGN3813
STRANRAER	WGN3814
STRANRAER	WGN3815
STRANRAER	WGN3816
STRANRAER	WGN3817
STRANRAER	WGN3818
STRANRAER	WGN3819
WHAUPHILL	WGN3783
WHITHORN	WGN3784
WHITHORN	WGN3821
WIGTOWN	WGN3785
WIGTOWN	WGN3822



FILE COPY

**CERTIFICATE OF THE REGISTRATION
OF A CHARGE**

COMPANY NO. 220297

CHARGE NO. 5

I HEREBY CERTIFY THAT A CHARGE CREATED BY DUMFRIES
AND GALLOWAY HOUSING PARTNERSHIP LIMITED

ON 4 NOVEMBER 2008

FOR SECURING ALL SUMS DUE OR TO BECOME DUE

IN FAVOUR OF DEXIA CREDIT LOCAL

WAS DELIVERED PURSUANT TO SECTION 410 OF THE
COMPANIES ACT 1985 ON 5 NOVEMBER 2008

GIVEN AT COMPANIES HOUSE, EDINBURGH 6 NOVEMBER 2008



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES