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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

HFP025

Please do not
write in this
margin

Pursuant to section 410 of the Companies Act 1985

COMPANIES HOUSE
FEE PAID

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

1116

SC226704

Name of company

* VALAD PROPERTIES (UK) LIMITED (the "Debtor")

Insert full name
of company

Date of creation of the charge (note 1)

1 July 2009

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

Security Agreement (the "Agreement")

Amount secured by the charge

All present and future sums, liabilities and obligation payable or owing by
the Debtor the the Bank and any other Secured Parties (whether actual or
contingent, jointly or severally or otherwise howsoever) under or in
connection with the Finance Documents.

See Continuation Sheet 1 for definitions.

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may use the
described
continuation sheet
as

Names and addresses of the persons entitled to the charge

BANK OF SCOTLAND PLC (Company No SC327000) and having its Registered Office
at The Mound, Edinburgh, EH1 1YZ, as security agent and trustee for the
Secured Parties (the "Bank")

See Continuation Sheet 1 for definitions.

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

Maclay Murray & Spens LLP
Quartermile One
15 Lauriston Place
Edinburgh
EH3 9EP

0131 228 7126

LJA/JMXM/SMK/BAN/13/3896

For official use (02/11/09)
Charges Section

WEDNESDAY



SHTLJBR8

SCT

22/07/2009

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COMPANIES HOUSE

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13/07/2009

30

COMPANIES HOUSE

0137754

particulars of all the property charged.

All the Debtor's right, title and interest in and to The Units and Related Rights (the "Security Assets").

See Continuation Sheet 1 for definitions.

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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)

N/A

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

On behalf of  [chargee] †

FOR AND ON BEHALF OF
MACLAY MURRAY & SPENS LLP

Date

10/7/09

† 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 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

Continuation sheet 1

To the Registrar of Companies

Name of company

Company number

Valad Properties (UK) Limited

SC226704

For the purposes of this Form 410:

“Finance Documents”

means the Agreement the Guarantee and Debenture and any other Secured Document;

“Guarantee and Debenture”

means the guarantee entered into on or about the date of the Agreement by the Debtor, amongst others, in favour of the Bank pursuant to which, amongst other things, the Debtor has guaranteed to each Secured Party punctual performance by each other Chargor (as defined therein) of all the Chargors (as defined therein) obligations under the Secured Documents;

“Related Rights”

means all rights of the Debtor derived from or connected to the Units including, without limitation, any rights to receive additional units or other securities, assets or rights or any offers in respect thereof (whether by way of bonus issue, option rights, exchange, substitution, conversion or otherwise) or to receive monies (whether by way of redemption, return of capital, distributions, income or otherwise) in respect of the Units;

“Secured Documents”

has the meaning given to that term in the Guarantee and Debenture;

“Secured Parties”

has the meaning given to that term in the Guarantee and Debenture;

“Trust”

means the unit trust scheme constituted by the Trust Instrument and known as the VPT Investments (UK) Unit Trust;

“Trust Instrument”

means the declaration of trust dated 24 June 2008 constituting the Trust (as amended, restated, varied or supplemented from time to time);

“Units”

means the units in the Trust specified in Schedule I of the Agreement (a copy of which is annexed to this Continuation Sheet) and any legal or beneficial interest in any other units in the Trust now or hereafter owned by the Debtor.

Schedule 1

Units

Name of Unit Trust

Number of issued units

VPT Investments (UK) Unit Trust

Two hundred and fifty thousand (250,000) fully paid
Units



FILE COPY

**CERTIFICATE OF THE REGISTRATION
OF A CHARGE**

COMPANY NO. 226704

CHARGE NO. 6

I HEREBY CERTIFY THAT A CHARGE CREATED BY VALAD
PROPERTIES (UK) LIMITED

ON 1 JULY 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 22 JULY 2009

GIVEN AT COMPANIES HOUSE, EDINBURGH 31 JULY 2009



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES