

**A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge**

COMPANIES HOUSE  
FEE PAID  
EDINBURGH

Company number

1	2	3	4	5	8
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SC226704

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

1 July 2009

Security Agreement (the "Agreement")

All present and future sums, liabilities and obligation payable or owing by the Debtor to 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.

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.

For official use (02/  
Charges Section

WEDNESDAY

1000

SCT 22/07/2009 125

COMPANIES HOUSE

—ЭЛГҮҮН ИБМ

SCT 13/07/2009 25

COMPANIES HOUSE

10137754

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.

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)

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

FOR AND ON BEHALF OF

Date 10/7/09

MACLAY MURRAY & SPENS LLP

On behalf of ~~1000000~~ [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

# **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 Turnham Green Trust;

### **“Trust Instrument”**

means the declaration of trust dated 28 September 2006 constituting the Trust (as amended, restated, varied or supplemented from time to time);

**“Units”**

means the units in the Trust specified in Schedule 1 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

Turnham Green Unit Trust

Eleven million one hundred and twenty four thousand  
one hundred and five (11,124,105) fully paid Units



**FILE COPY**

**CERTIFICATE OF THE REGISTRATION  
OF A CHARGE**

COMPANY NO. 226704

CHARGE NO. 8

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