

MG01s

Particulars of a charge created by a company
registered in Scotland

13/265209
COMPANIES HOUSE
FEE PAID
EDINBURGH

iris
LASERFORM

A fee is payable with this form.

We will not accept this form unless you send the correct fee.

Please see 'How to pay' on the last page.



What this form is for

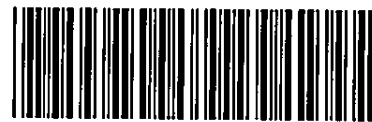
You may use this form to register
particulars of a charge created by a
Scottish company.



What this form is NOT for

You cannot use this form to
particulars of a mortgage or
created by a company in En
and Wales or Northern Ireland
this, please use form MG01.

FRIDAY



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SCT

30/03/2012

#60

COMPANIES HOUSE

1

Company details

Company number

S C 3 2 7 0 0 0

Company name in full

Bank of Scotland plc (the "Grantor")

For official use



Filling in this form

Please complete in typescript or in
bold black capitals.

All fields are mandatory unless
specified or indicated by *

2

Date of creation of charge

Date of creation

d2 d6 m0 m3 y2 y0 y1 y2

3

Description

Please give a description of the instrument (if any) creating or evidencing the
charge e.g. 'Standard security', 'Floating charge' etc.

Description

Master Participation Agreement dated 26 March 2012 (the "Master
Participation Agreement") between the Grantor and Moray Investments
Limited (the "Participant").

4

Amount secured

Please give us details of the amount secured by the charge.

Amount secured

All of the Grantor's obligations arising in
connection with the Master Participation Agreement
whether now or hereafter existing, due, or to
become due, direct or indirect, or absolute or
contingent, including, without limitation, any
other amounts due to the Participant under the
Master Participation Agreement.

Capitalised terms used in this Form MG01s and not
otherwise defined shall have the meaning given to
them in the Paper Apart to this Form MG01s.

Continuation page

Please use a continuation page if
you need to enter more details.

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Mortgagee(s) or person(s) entitled to the charge

Please give the name and address of the mortgagee(s) or person(s) entitled to the charge.

Continuation page

Please use a continuation page if you need to enter more details.

Name Moray Investments Limited

Address 33 Old Broad Street

London

Postcode E C 2 N 1 H Z

Name

Address

Postcode

6

Short particulars of all the property charged

Please give the short particulars of the property charged.

Continuation page

Please use a continuation page if you need to enter more details.

Short particulars

Please see the Paper Apart to this Form MG01s.

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7 Statement, in the case of a floating charge, as to any restrictions on power to grant further securities and any ranking provision ①

N/A.

- ① 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.

Continuation page

Please use a continuation page if you need to enter more details.

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8

Particulars as to commission, allowance or discount (if any)

Please insert the amount or rate percent of any commission, allowance or discount paid or made either directly or indirectly by the company to any person on consideration of his:

- subscribing or agreeing to subscribe, whether absolutely or conditionally, or
- procuring or agreeing to procure subscriptions, whether absolute or conditional,

for any debentures included in this return. The rate of interest payable under the terms of the debentures should not be entered.

Commission, allowance or discount Nil.

9

Delivery of instrument

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 (UK), comprising property situated outside the UK, 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 UK. Certified copies of any other documents relevant to the charge should also be delivered.

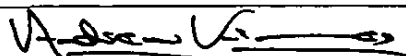
10

Signature ②

Please sign the form here.

Signature

Signature



X For and on behalf of Shepherd and Wedderburn X
LLP (acting on behalf of the Grantor)

② Signature

This form must be signed by a person with an interest in the registration of the charge.

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Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form and will establish where we return the original documents. The contact information you give will be visible to searchers of the public record.

Contact name Andrew Kinnes

Company name Shepherd and Wedderburn LLP

Address 1 Exchange Crescent

Conference Square

Post town Edinburgh

County/Region

Postcode E H 3 8 U L

Country UK

DX DX 551970 Edinburgh 53

Telephone 0131 228 9900



Certificate

We will send your certificate to the presenter's address if given above or to the Company's Registered Office if you have left the presenter's information blank.



Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ The company name and number match the information held on the public Register.
- ☐ You have included a certified copy of the deed (if any) with this form.
- ☐ You have entered the date the charge was created.
- ☐ You have supplied the description of the instrument.
- ☐ You have given details of the amount secured by the chargee.
- ☐ You have given details of the mortgagee(s) or person(s) entitled to the charge.
- ☐ You have entered the short particulars of all the property charged.
- ☐ You have signed the form.
- ☐ You have enclosed the correct fee.



Important information

Please note that all information on this form will appear on the public record.



How to pay

A fee of £13 is payable to Companies House in respect of each charge.

Make cheques or postal orders payable to 'Companies House.'



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales:

The Registrar of Companies, Companies House, Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.

For companies registered in Scotland:

The Registrar of Companies, Companies House, Fourth floor, Edinburgh Quay 2, 139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post).

For companies registered in Northern Ireland:

The Registrar of Companies, Companies House, Second Floor, The Linenhall, 32-38 Linenhall Street, Belfast, Northern Ireland, BT2 8BG.
DX 481 N.R. Belfast 1.



Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

This is the Paper Apart referred to in the foregoing Form MG01s in relation to the Master Participation Agreement dated 26 March 2012 between Bank of Scotland plc and Moray Investments Limited

1. Definitions

In this Form MG01s:

"Credit Agreement" has, in each case, the meaning ascribed to it in the table set out below or in the relevant schedule attached to Schedule I to the Master Participation Agreement.

"Credit Documents" means, in each case, the Credit Agreement and all guarantees, security agreements, mortgages, deeds of trust, letters of credit, reimbursement agreements, waivers, amendments, modifications, supplements, forbearances, intercreditor agreements, subordination agreements and all other agreements, documents or instruments executed and delivered in connection therewith.

"Grantor's Interest" means, in each case, any and all of Grantor's right, title, and interest in, to and under the relevant Loans and the Credit Documents solely in its capacity as lender in relation to the most senior term loan element(s) only thereof and to the extent related thereto, the following: (i) all other amounts funded by or payable to Grantor under the Credit Documents in such capacity, and all obligations owed to Grantor in connection with such Loans in such capacity; and (ii) all proceeds of the foregoing.

"Loans" has, in each case, the meaning ascribed to it in the table set out below or in the relevant schedule attached to Schedule I to the Master Participation Agreement and includes the notes (if any) evidencing such Loans issued under the relevant Credit Agreement.

2. Short particulars of all the property charged

Pursuant to Clause 3 (*Security Interest*) of the Master Participation Agreement, the Grantor has assigned and granted to the Participant a first priority security interest in, lien on and right of setoff against all of its right, title, and interest, whether owned as at 26 March 2012 or thereafter acquired, in, to, and under the Grantor's Interest and all proceeds thereof.

The Grantor shall not pledge, mortgage or create any security interest, lien or encumbrance in the Grantor's Interest in favour of any person, other than the Participant.

Loan	MSN	Credit Agreement	Loan	Outstanding Principal Amount of Loan
1	26497	Loan Agreement, dated as of July 3, 2001, among Halifax plc, as Lender, and State Street Bank and Trust Company, as Security Trustee	Most senior term loan element(s)	\$17,012,404.00
2	26498	Loan Agreement, dated as of July 3, 2001, among Halifax plc, as Lender, and State Street Bank and Trust Company, as Security Trustee	Most senior term loan element(s)	\$17,127,175.00
3	26501	Loan Agreement, dated as of October 25, 2001, among Halifax plc, as Lender, and State Street Bank and Trust Company, as Security Trustee	Most senior term loan element(s)	\$17,275,421.00
4	29719	Loan Agreement, dated as of April 30, 2003, among Halifax Plc, as Lender, Halifax Plc, as Administrative Agent and US Bank Trust National Association, not in its individual capacity, except as otherwise expressly provided in any of the Operative Documents, but solely as loan trustee	Most senior term loan element(s)	\$29,575,974.00
5	29743	Loan Agreement, dated as of April 30, 2003, among Halifax Plc, as Lender, Halifax Plc, as Administrative Agent and US Bank Trust National Association, not in its individual capacity, except as otherwise expressly provided in any of the Operative Documents, but solely as loan trustee	Most senior term loan element(s)	\$54,638,722.00
6	32983	Loan Agreement, dated as of September 20, 2002, among Halifax plc, as Lender, and State Street Bank and Trust Company, as Security Trustee	Most senior term loan element(s)	\$21,543,007.00
7	32984	Loan Agreement, dated as of October 15, 2002, among Halifax plc, as Lender, and State Street Bank and Trust Company, as Security Trustee	Most senior term loan element(s)	\$21,582,137.00
8	2671	Facility Agreement, dated 1February 2006, among The Governor and Company of the Bank of Scotland, as Loan Participant, and The Governor and Company of the Bank of Scotland, as Security Agent	Most senior term loan element(s)	\$25,076,435.00
9	2710	Facility Agreement, dated 1February 2006, among The Governor and Company of the Bank of Scotland, as Loan Participant, and The Governor and Company of the Bank of Scotland, as Security Agent	Most senior term loan element(s)	\$25,156,906.00
10	2781	Facility Agreement, dated 1February 2006, among The Governor and Company of the Bank of Scotland, as Loan Participant, and The Governor and Company of the Bank of Scotland, as Security Agent	Most senior term loan element(s)	\$24,705,832.00
11	19000166	Loan Agreement, dated October 13, 2009, among Bank of Scotland plc, as Lender and Wells Fargo Bank Northwest, National	Most senior term loan element(s)	\$18,049,646.00

Loan	MSN	Credit Agreement	Loan	Outstanding Principal Amount of Loan
		Association as Security Trustee		
12	19000198	Loan Agreement, dated October 13, 2009, among Bank of Scotland plc, as Lender and Wells Fargo Bank Northwest, National Association as Security Trustee	Most senior term loan element(s)	\$18,456,712.00
13	19000211	Loan Agreement, dated October 13, 2009, among Bank of Scotland plc, as Lender and Wells Fargo Bank Northwest, National Association as Security Trustee	Most senior term loan element(s)	\$18,724,884.00
14	17000066	Loan Agreement, dated May 19, 2005, among Manufacturers and Traders Trust Company, as Security Trustee, Halifax PLC, as Lender and The Governor and Company of the Bank of Scotland, as Arranger	Most senior term loan element(s)	\$12,197,294.00
15	17000072	Loan Agreement, dated May 19, 2005, among Manufacturers and Traders Trust Company, as Security Trustee, Halifax PLC, as Lender and The Governor and Company of the Bank of Scotland, as Arranger	Most senior term loan element(s)	\$12,001,089.00
16	17000075	Loan Agreement, dated May 19, 2005, among Manufacturers and Traders Trust Company, as Security Trustee, Halifax PLC, as Lender and The Governor and Company of the Bank of Scotland, as Arranger	Most senior term loan element(s)	\$11,961,819.00
17	17000076	Loan Agreement, dated May 19, 2005, among Manufacturers and Traders Trust Company, as Security Trustee, Halifax PLC, as Lender and The Governor and Company of the Bank of Scotland, as Arranger	Most senior term loan element(s)	\$11,962,584.00
18	17000077	Loan Agreement, dated May 19, 2005, among Manufacturers and Traders Trust Company, as Security Trustee, Halifax PLC, as Lender and The Governor and Company of the Bank of Scotland, as Arranger	Most senior term loan element(s)	\$12,332,820.00
19	17000084	Loan Agreement, dated May 19, 2005, among Manufacturers and Traders Trust Company, as Security Trustee, Halifax PLC, as Lender and The Governor and Company of the Bank of Scotland, as Arranger	Most senior term loan element(s)	\$12,237,519.00
20	17000117	Loan Agreement, dated January 19, 2006, among Wells Fargo Bank Northwest, National Association, as Security Trustee, and The Governor and Company of the Bank of Scotland, as Lender and as Arranger	Most senior term loan element(s)	\$13,156,535.00
21	17000122	Loan Agreement, dated January 19, 2006, among Wells Fargo Bank Northwest, National Association, as Security Trustee, and The Governor and Company of the Bank of Scotland, as Lender and as Arranger	Most senior term loan element(s)	\$13,279,675.00
22	17000130	Loan Agreement, dated May 31, 2006, among Wells Fargo Bank Northwest, National	Most senior term	\$12,546,219.00

Loan	MSN	Credit Agreement	Loan	Outstanding Principal Amount of Loan
		Association, as Security Trustee, and The Governor and Company of the Bank of Scotland, as Lender and as Arranger	loan element(s)	
23	17000133	Loan Agreement, dated May 31, 2006, among Wells Fargo Bank Northwest, National Association, as Security Trustee, and The Governor and Company of the Bank of Scotland, as Lender and as Arranger	Most senior term loan element(s)	\$12,827,228.00
24	32817	Loan Agreement, dated March 22, 2004, among Halifax plc, as Lender, and Halifax plc, as Agent	Most senior term loan element(s)	\$16,720,790.00
25	32818	Loan Agreement, dated April 27, 2004, among Halifax plc, as Lender, and Halifax plc, as Agent	Most senior term loan element(s)	\$17,360,367.00
26	3712	Loan Agreement, dated November 18, 2008, among Bank of Scotland PLC, as Administrative Agent, Bank of Scotland PLC, as Lender, and Wells Fargo Bank Northwest, National Association, as Indenture Trustee	Most senior term loan element(s)	\$32,151,430.00
27	3944	Loan Agreement, dated June 16, 2009, among Bank of Scotland PLC, as Administrative Agent, Bank of Scotland PLC, as Lender, and Wells Fargo Bank Northwest, National Association, as Indenture Trustee	Most senior term loan element(s)	\$33,289,832.00
28	3796	Loan Agreement, dated February 11, 2009, among Bank of Scotland PLC, as Administrative Agent, Bank of Scotland PLC, as Lender, and Wells Fargo Bank Northwest, National Association, as Indenture Trustee	Most senior term loan element(s)	\$32,758,439.00
29	3924	Loan Agreement, dated May 26, 2009, among Bank of Scotland PLC, as Administrative Agent, Bank of Scotland PLC, as Lender, and Wells Fargo Bank Northwest, National Association, as Indenture Trustee	Most senior term loan element(s)	\$33,314,633.00
30	3879	Loan Agreement, dated April 21, 2009, among Bank of Scotland PLC, as Administrative Agent, Bank of Scotland PLC, as Lender, and Wells Fargo Bank Northwest, National Association, as Indenture Trustee	Most senior term loan element(s)	\$33,336,906.00
31	19000152	Loan Agreement, dated February 21, 2008, among Bank of Scotland PLC, as Administrative Agent, Bank of Scotland PLC, as Lender, and Wells Fargo Bank Northwest, National Association, as Indenture Trustee	Most senior term loan element(s)	\$17,911,810.00
32	19000161	Loan Agreement, dated March 25, 2008, among Bank of Scotland PLC, as Administrative Agent, Bank of Scotland PLC, as Lender, and Wells Fargo Bank Northwest, National Association, as Indenture Trustee	Most senior term loan element(s)	\$18,044,863.00
33	36091	Amended and Restated Loan Agreement, dated August 31, 2006, among The Governor and Company of the Bank of Scotland, as Lender, and The Governor and Company of the Bank of	Most senior term loan element(s)	\$22,367,314.00

Loan	MSN	Credit Agreement	Loan	Outstanding Principal Amount of Loan
		Scotland, as Security Agent		
34	36717	Amended and Restated Loan Agreement, dated August 31, 2006, among The Governor and Company of the Bank of Scotland, as Lender, and The Governor and Company of the Bank of Scotland, as Security Agent	Most senior term loan element(s)	\$23,008,981.00
35	35177	Loan Agreement, dated September 22, 2006, among The Governor and Company of the Bank of Scotland, as Loan Participant, Wells Fargo Northwest, National Association as Indenture Trustee and Loan Participant, as Arranger	Most senior term loan element(s)	\$23,423,268.00
36	35183	Loan Agreement, dated January 31, 2007, among The Governor and Company of the Bank of Scotland, as Loan Participant, Wells Fargo Northwest, National Association as Indenture Trustee and Loan Participant, as Arranger	Most senior term loan element(s)	\$25,049,769.00
37	4138	Facility Agreement, dated February 26, 2008, among Bank of Scotland plc, as Lender and Bank of Utah, as Security Trustee	Most senior term loan element(s)	\$11,270,884.00
38	4140	Facility Agreement, dated February 26, 2008, among Bank of Scotland plc, as Lender and Bank of Utah, as Security Trustee	Most senior term loan element(s)	\$11,270,884.00
39	10108	Credit Agreement, dated June 18, 2004, among Halifax plc, as Lender, and Wells Fargo Bank Northwest, National Association, as Loan Trustee, as amended by the Restructuring Agreement, dated April 24, 2007, and further amended by the Amendment Agreement, dated December 27, 2007	Most senior term loan element(s)	\$10,055,479.00
40	10112	Credit Agreement, dated June 18, 2004, among Halifax plc, as Lender, and Wells Fargo Bank Northwest, National Association, as Loan Trustee, as amended by the Restructuring Agreement, dated April 24, 2007, and further amended by the Amendment Agreement, dated December 27, 2007	Most senior term loan element(s)	\$10,055,479.00
41	10113	Credit Agreement, dated June 18, 2004, among Halifax plc, as Lender, and Wells Fargo Bank Northwest, National Association, as Loan Trustee, as amended by the Restructuring Agreement, dated April 24, 2007, and further amended by the Amendment Agreement, dated December 27, 2007	Most senior term loan element(s)	\$10,055,479.00



FILE COPY

**CERTIFICATE OF THE REGISTRATION
OF A CHARGE**

COMPANY NO. 327000

CHARGE NO. 14

I HEREBY CERTIFY THAT A CHARGE CREATED BY BANK OF
SCOTLAND PLC

ON 26 MARCH 2012

FOR SECURING ALL OF THE GRANTOR'S OBLIGATIONS
ARISING IN CONNECTION WITH THE MASTER PARTICIPATION
AGREEMENT

IN FAVOUR OF MORAY INVESTMENTS LIMITED

WAS DELIVERED PURSUANT TO SECTION 878 OF THE
COMPANIES ACT 2006 ON 30 MARCH 2012

GIVEN AT COMPANIES HOUSE, EDINBURGH 5 APRIL 2012



Companies House
— to the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES