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COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

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

CHFP025

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies
(Address overleaf - Note 6)

For official use

Company number

[1116]

03821597

Name of company

* AEGON UK PROPERTY FUND LIMITED (the "Chargor")

Date of creation of the charge

19 February 2008 (the "Charge Date")

Description of the instrument (if any) creating or evidencing the charge (note 2)

Standard Security (the "Charge Document") dated 14 February 2008

Amount secured by the mortgage or charge

The payment and discharge of all present and future obligations and liabilities (whether actual or contingent and whether owed jointly or severally or in any other capacity whatsoever) of the Chargor to any Finance Party under each Finance Document to which the Chargor is a party, except for any obligation which, if it were so included, would result in the Charge Document contravening Section 151 of the Companies Act 1985

Capitalised terms not defined in this Form 395 are defined in the Schedule annexed hereto

Names and addresses of the mortgagees or persons entitled to the charge

BARCLAYS CAPITAL MORTGAGE SERVICING LIMITED (Registered Number 05309552), 1 Churchill Place, London, as agent and trustee for the Finance Parties (the "Security Agent")

Postcode E14 5HP

Presentor's name address and reference (if any)

Tods Murray LLP
Edinburgh Quay
133 Fountainbridge
Edinburgh
EH3 9AG

JAF FAB ANC B01741 1013

Time critical reference

For official use (22-11-2007)
Mortgage S

WEDNESDAY



SCT

S2CBXXKV
27/02/2008
COMPANIES HOUSE

1267

Short particulars of all the property mortgaged or charged

ALL and WHOLE those subjects lying to the south of Nettlehill Road, Livingston registered in the Land Register of Scotland under Title Number WLN6287

Please do not write in this margin

Please complete legibly, preferably in black type, or bold block lettering

Particulars as to commission allowance or discount (note 3)

Nil

Signed Joyce Fernie for Todd Murray LLP Date 27 February 2008

On behalf of ~~XXXXXXXXXXXX~~ [chargee] †

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

† delete as appropriate

Notes

- 1 The original instrument (if any) creating or evidencing the charge, together with these prescribed particulars correctly completed must be delivered to the Registrar of Companies within 21 days after the date of creation of the charge (section 395) If the property is situated and the charge was created outside the United Kingdom delivery to the Registrar must be effected within 21 days after the date on which the instrument could in due course of post, and if dispatched with due diligence, have been received in the United Kingdom (section 398) A copy of the instrument creating the charge will be accepted where the property charged is situated and the charge was created outside the United Kingdom (section 398) and in such cases the copy must be verified to be a correct copy either by the company or by the person who has delivered or sent the copy to the Registrar The verification must be signed by or on behalf of the person giving the verification and where this is given by a body corporate it must be signed by an officer of that body A verified copy will also be accepted where section 398(4) applies (property situate in Scotland or Northern Ireland) and Form No 398 is submitted
- 2 A description of the instrument, eg "Trust Deed", "Debenture", "Mortgage", or "Legal charge", etc, as the case may be, should be given
- 3 In this section there should be inserted the amount or rate per cent of the commission, allowance or discount (if any) paid or made either directly or indirectly by the company to any person in consideration of his,
 - (a) subscribing or agreeing to subscribe, whether absolutely or conditionally, or
 - (b) procuring or agreeing to procure subscriptions, whether absolute or conditional,for any of the debentures included in this return The rate of interest payable under the terms of the debentures should not be entered
- 4 If any of the spaces in this form provide insufficient space the particulars must be entered on the prescribed continuation sheet
- 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 must be made payable to **Companies House**
- 6 The address of the Registrar of Companies is Companies House, Crown Way, Cardiff CF14 3UZ

Definitions

"Agent(s)" means either or both of the Facility Agent and/or the Security Agent, as the context may require

"Beneficiary" means, in respect of a Lender, a person that owns a beneficial interest in a Loan (and its related Security) made by that Lender pursuant to a declaration of trust granted by that Lender to that Beneficiary

"Borrower" means Aegon UK Property Fund Limited as borrower

"Credit Agreement" means the credit facility agreement dated 14 February 2008 (as the same may be varied, amended, supplemented, restated or novated in any way from time to time) entered into between (among others) the Chargor, Barclays Bank plc as original lender and Barclays Capital Mortgage Servicing Limited as agent and trustee for the Finance Parties under and in terms of the Credit Agreement

"Duty of Care Agreement" shall have the meaning given to that term in the Credit Agreement

"Facility Agent" means Barclays Capital Mortgage Servicing Limited as facility agent

"Fee Letter" shall have the meaning given to that term in the Credit Agreement

"Finance Document" means

- a) the Credit Agreement,
- b) the Security Documents,
- c) the Subordination Agreement,
- d) a Transfer Certificate,
- e) the Duty of Care Agreement,
- f) a Fee Letter, and
- g) any other document designated as such by a Lender and the Borrower

"Finance Party" means a Lender (and a Beneficiary in respect of that Lender) or an Agent and any other party designated in writing as a Finance Party from time to time by the Facility Agent

"Lender" means

- a) an Original Lender, or
- b) any person which becomes a Lender after the date of the Credit Agreement

"Loan" means, unless otherwise stated in the Credit Agreement, the principal amount of each borrowing under the Credit Agreement or the principal amount outstanding of that borrowing

"Original Lender" means Barclays Bank plc as original lender

"Property" means each property described in Schedule 1 Part 1 (Portfolio) of the Credit Agreement and, where the context so requires, includes the buildings on each such property

"Sales and Interest Account" shall have the meaning given to that term in the Credit Agreement

"Security" means the Security Interests created under the Security Documents

"Security Documents" means

- a) the first ranking security agreement dated on or about the date of the Credit Agreement pursuant to which the Borrower grants fixed charges in favour of the Security Agent over each of the Properties situated in England and Wales and the Sales and Interest Account,
- b) each first ranking standard security 14 February 2008 granted by the Borrower in favour of the Security Agent over its interests in each Property situated in Scotland,
- c) the first ranking Scottish law governed assignment of rental income dated 14 February 2008, and
- d) any other document designated a Security Document by the Borrower and the Facility Agent

"Security Interest" means any mortgage, standard security, pledge, lien, charge, assignment, assignation, hypothecation or security interest or any other agreement or arrangement having a similar effect

"Shareholder" means AEGON UK PLC a public liability company registered in England and Wales with company number 03679296

"Subordination Agreement" means a subordination agreement between the Shareholder, the Borrower and the Security Agent

"Transfer Certificate" shall have the meaning given to that term in the Credit Agreement

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COMPANIES FORM No. 398

398

Notice of registration in Scotland or Northern Ireland of a charge comprising property situate there

CHFP025

Please do not
write in
this margin

Pursuant to section 398(4) of the Companies Act 1985

To the Registrar of Companies
(Address overleaf)

Company number

Please complete
legibly, preferably
in black type, or
bold block lettering

03821597

Name of company

* insert full name
of company

* AEGON UK PROPERTY FUND LIMITED (the "Chargor")

| Joyce Ferrie, Partner for Tods Murray LLP

of Edinburgh Quay, 133 Fountainbridge, Edinburgh

§ give date and
parties to charge

certify that the charge § Standard Security granted by the Chargor in favour of
Barclays Capital Mortgage Servicing Limited as Security Agent dated 14
February 2008

of which a true copy is annexed to this form was presented for registration on 19 February 2008
in [Scotland] ~~XXXXXXXXXXXX~~

† delete as
appropriate

Signed *Joyce Ferrie for Tods Murray LLP*

Date *27 February 2008*

Presentor's name address and
reference (if any)

Tods Murray LLP
Edinburgh Quay
133 Fountainbridge
Edinburgh
EH3 9AG

DX ED58 Edinburgh
JAF FAB ANC B01741 1031

For official Use
Mortgage Section

| Post room

Notes

The address for the Registrar of Companies is -

Companies House
Crown Way
Cardiff
CF14 3UZ



FILE COPY

**CERTIFICATE OF THE REGISTRATION
OF A MORTGAGE OR CHARGE**

Pursuant to section 401(2) of the Companies Act 1985

COMPANY NO. 3821597

CHARGE NO. 6

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A STANDARD SECURITY WHICH
WAS PRESENTED FOR REGISTRATION IN SCOTLAND ON 14
FEBRUARY 2008 AND CREATED BY AEGON UK PROPERTY
FUND LIMITED FOR SECURING ALL MONIES DUE OR TO
BECOME DUE FROM THE COMPANY TO ANY FINANCE PARTY
UNDER THE TERMS OF THE AFOREMENTIONED INSTRUMENT
CREATING OR EVIDENCING THE CHARGE WAS REGISTERED
PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT
1985 ON THE 27 FEBRUARY 2008

GIVEN AT COMPANIES HOUSE, CARDIFF THE 3 MARCH 2008

THIS CERTIFICATE HAS BEEN
AMENDED BY AN AMENDING
CERTIFICATE DATED

25/3/08



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

PJ



FILE COPY
CERTIFICATE OF THE REGISTRATION
OF A MORTGAGE OR CHARGE

Pursuant to section 401(2) of the Companies Act 1985

COMPANY NO. 3821597

CHARGE NO. 6

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A STANDARD SECURITY WHICH
WAS PRESENTED FOR REGISTRATION IN SCOTLAND ON 19
FEBRUARY 2008 AND CREATED BY AEGON UK PROPERTY
FUND LIMITED FOR SECURING ALL MONIES DUE OR TO
BECOME DUE FROM THE COMPANY TO ANY FINANCE PARTY
UNDER THE TERMS OF THE AFOREMENTIONED INSTRUMENT
CREATING OR EVIDENCING THE CHARGE WAS REGISTERED
PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT
1985 ON THE 27 FEBRUARY 2008

GIVEN AT COMPANIES HOUSE, CARDIFF THE 25 MARCH 2008



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES