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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

CHFP025

Please do not
write in this
margin

Pursuant to section 410 of the Companies Act 1985



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

1119

SC200223

Name of company

* Waterfront Edinburgh Limited (the "Company")

* insert full name
of company

Date of creation of the charge (note 1)

28 May 2009

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

Floating Charge (the "Charge")

Amount secured by the charge

All or any monies, liabilities and obligations, whether actual or contingent and whether owed jointly or severally or as principal debtor, guarantor, cautioner, surety or otherwise, which are now or may at any time hereafter (whether before or at any time after demand) be or become due in any manner by the Company to the Lender in terms of the Loan Agreement including interest, discount, commission and all lawful charges or expenses which the Lender may in the course of its business charge or incur in respect of any of those matters or for keeping an account of the Company and so that interest shall be computed and compounded according to the usual rate and practice of the Lender before as well as after any demand made or decree or judgment obtained under the Charge and all or any monies, liabilities and obligations due by the Company under the Charge (the "Secured Obligations")

In this paragraph "Loan Agreement" means the loan agreement dated 28 May 2009 and entered into between the Company and the Lender.

Names and addresses of the persons entitled to the charge

The City of Edinburgh Council
City Chambers
High Street
Edinburgh (the "Lender")

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

MCGRIGORS LLP
PRINCES EXCHANGE
1 EARL GREY STREET
EDINBURGH
EH3 9AQ

0131 777 7000

For official use (06/2005)

Charges Section

TUESDAY



SJNIPADS

SCT

02/06/2009

159

COMPANIES HOUSE

Short particulars of all the property charged.

The whole of the property (including uncalled capital) which is or may from time to time, while the Charge is in force, be comprised in the property and undertaking of the Company (the "Secured Assets").

Please do not
write in
this margin

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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)

Unless otherwise agreed in writing by the Lender and subject to Section 40 (4) of the Bankruptcy and Diligence etc (Scotland) Act 2007:

(a) the Company shall not create any fixed security or other floating charge over any part of the Secured Assets after its execution of the Charge except any fixed security in favour of the Lender; and

(b) the Charge shall rank in priority to any fixed security or other floating charge created by the Company after its execution of the Charge except any fixed security in favour of the Lender.

Particulars as to commission, allowance or discount paid (see section 413(3))

N/A

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charge.
(See Note 5)

Signed

M. J. W. for McGraw LLP

Date 21/6/9.

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



FILE COPY

**CERTIFICATE OF THE REGISTRATION
OF A CHARGE**

COMPANY NO. 200223

CHARGE NO. 9

**I HEREBY CERTIFY THAT A CHARGE CREATED BY
WATERFRONT EDINBURGH LIMITED**

ON 28 MAY 2009

FOR SECURING ALL SUMS DUE OR TO BECOME DUE

IN FAVOUR OF THE CITY OF EDINBURGH COUNCIL

**WAS DELIVERED PURSUANT TO SECTION 410 OF THE
COMPANIES ACT 1985 ON 2 JUNE 2009**

GIVEN AT COMPANIES HOUSE, EDINBURGH 5 JUNE 2009



Companies House
— for the record —



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**