

M

COMPANIES FORM No. 410(Scot)
Particulars of a charge created
by a company registered in Scotland

410

CHWP000

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

Please do not
write in
this margin

Pursuant to section 410 of the Companies Act 1985

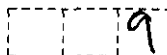
COMPANIES HOUSE
FEE PAID £13
EDINBURGH

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



SC292318

Name of company

* ST JAMES EDINBURGH LTD

* insert full name
of company

Date of creation of the charge (note 1)

29 JULY 2009

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

STANDARD SECURITY

Amount secured by the charge

SEE PAPER APART

If there is not enough
space on this form
you may use the
prescribed
continuation sheet
410cs

Names and addresses of the persons entitled to the charge

LLYODS TSB BANK PLC

10 GRESHAM STREET, LONDON

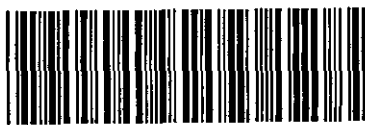
Presenter's name address telephone
number and reference (if any):

For official use (02/06)

Charges Section

Post room

THURSDAY



SH6LECD3

SCT

13/08/2009

1040

COMPANIES HOUSE

Short particulars of all the property charged.

ST JAMES HOUSE AND ST JAMES CENTRE EDINBURGH

Please do not
write in
this margin

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

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Statement, in the case of a floating charge, as to any restrictions on power to grant further securities and
any ranking provision (note 2)

NONE

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

NONE

Signed DRAPYER Scotland LLP Date 10/5/2007

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, 139 Fountainbridge, Edinburgh EH3 9FF
DX 235 Edinburgh or LP - 4 Edinburgh 2

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to Companies
House in respect
of each register
entry for
a mortgage or
charge.
(See Note 5)

† delete as
appropriate

Paper Apart -re Form 410

In this Paper Apart the following words have the following meanings:

"Amount Secured by the charge" means all present and future obligations and liabilities monies (whether actual or contingent and whether owed jointly or severally or alone or in any other capacity whatsoever) by each Obligor to the Security Trustee and other Secured Parties or any of them, under or pursuant to any Finance Document including all monies covenanted to be owed under the Standard Security.

"Borrower" means Mourant Property Trustees Limited being a company incorporated under the laws of Jersey with registered number 87660 and whose registered office is at 22 Grenville Street, St Helier, Jersey JE4 8PX in its capacity as trustee for the St James Edinburgh Unit Trust;

"Delegate" has the meaning given to it in the Facilities Agreement;

"Facilities Agreement" means the £750,000,000 sterling term loan facilities agreement dated on or around 16th July 2009 and as varied, restated and or supplemented from time to time, made between (1) the Borrower, (2) the Guarantor (3) the Nominee, (4) the Security Trustee and (5) the Original Lenders (as defined therein) (6) the Agent (as defined therein) and (7) the Arranger

"Finance Document" has the meaning given to it in the Facilities Agreement.

"Finance Party" has the meaning given to it in the Facilities Agreement.

"Guarantor" and "Nominee" means St James Edinburgh Limited being a company incorporated under the laws of Scotland with registered number SC292318 having its registered office at 4th Floor, Saltire Court, 20 Castle Terrace, Edinburgh, EH1 2EN

Obligor means:

- (a) the Borrower;
- (b) the Nominee; and
- (c) the Guarantor.

"Receiver" has the meaning given to it in the Facilities Agreement;

"Secured Parties" means:

- (a) each Finance Party;
- (b) any Receiver;
- (c) any Delegate;

"Security Trustee" means Lloyds TSB Bank Plc in its capacity as trustee and agent for and on behalf of the Secured Parties

"Secured Parties" means Lloyds TSB Bank plc and the other banks and financial institutions listed in the Facility Agreement.



FILE COPY

**CERTIFICATE OF THE REGISTRATION
OF A CHARGE**

COMPANY NO. 292318

CHARGE NO. 9

I HEREBY CERTIFY THAT A CHARGE CREATED BY ST JAMES
EDINBURGH LIMITED

ON 29 JULY 2009

FOR SECURING ALL SUMS DUE OR TO BECOME DUE

IN FAVOUR OF LLOYDS TSB BANK PLC

WAS DELIVERED PURSUANT TO SECTION 410 OF THE
COMPANIES ACT 1985 ON 13 AUGUST 2009

GIVEN AT COMPANIES HOUSE, EDINBURGH 17 AUGUST 2009