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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.

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number

1119

4342367

Name of company

* HRWF (Craigleith) Limited (the "Granter")

Date of creation of the charge

7 July 2006

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

Standard Security (the "Standard Security")

Amount secured by the mortgage or charge

The Secured Liabilities.

See Continuation Sheet 1 for definitions.

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

Hypo Real Estate Bank International AG, London Branch, 21st Floor, 30 St Mary Axe, London acting as agent and trustee for itself and each Finance Party (the "Agent")

Postcode EC3A 8BF

Presentor's name address and reference (if any):

Maclay Murray & Spens
3 Glenfinlas Street
Edinburgh
EH3 9BN
DX ED137 EDINBURGH

AMR/CPD/HYP.2.45 SS

Time critical reference

For official Use (02/00)
Mortgage Section

Post room



Short particulars of all the property mortgaged or charged

ALL and WHOLE the subjects and others lying in the City of Edinburgh and County of Midlothian known as and forming Miller House, 18 South Groathill Avenue, Edinburgh which subjects and others are being registered in the Land Register for Scotland under Title Number MID71615.

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)

N/A

Signed

Madley Murray : Speer LLP

Date

19 July 2006

On behalf of ~~XXXXXX~~ [mortgagee/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

Continuation sheet 1

To the Registrar of Companies

Name of company

Company number

HRWF (Craigleith) Limited

4342367

HRWF (Craigleith) Limited (the "Granter")

Definitions

"Credit Agreement" means the Credit Facility Agreement dated 4 January 2006 between BNP Paribas Jersey Trust Corporation Limited and Anley Trustees Limited as the Borrowers (as defined therein), the Manager (as defined therein), the Original Chargors (as defined therein), the Arranger (as defined therein) the Lenders (as defined therein) and Hypo Real Estate Bank International AG, London Branch as Original Counterparty and Hypo Real Estate Bank International AG, London Branch as Agent as the same may be amended, varied, supplemented, novated, restated, replaced or renewed from time to time (including supplements for further advances).

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

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

"Obligor" has the meaning given to it in the Credit Agreement.

"Secured Liabilities" means all present and future obligations and liabilities (whether actual or contingent and whether owed jointly or severally or in any other capacity whatsoever) of each Obligor to any Finance Party (as herein defined) under the Credit Agreement and each other Finance Document except for any obligation which if it were so included, would result in the Standard Security contravening Section 151 of the Companies Act 1985.

M**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

Please complete
legibly, preferably
in black type, or
bold block letteringTo the Registrar of Companies
(Address overleaf)

Company number

4342367

Name of company

* HRWF (Craigleith) Limited

| Ainsley Reid

of and For Maclay Murray & Spens LLP, Solicitors, 3 Glenfinlas Street,
Edinburgh EH3 6AQ§ give date and
parties to chargecertify that the charges by HRWF (Craigleith) Limited with the consent of
BNP Paribas Jersey Trust Corporation Limited and Anley Trustees Limited in favour of
Hypo Real Estate Bank International AG London Branch dated 31 May and 2 June 2006

of which a true copy is annexed to this form was presented for registration on 7 July 2006

† delete as
appropriatein [Scotland] ~~XXXXXX~~Signed *Ainsley Reid*
*for Maclay Murray & Spens LLP*Date *19 July 2006*Presentor's name address and
reference (if any):Maclay Murray & Spens
3 Glenfinlas Street
Edinburgh
EH3 6AQDX ED137 Edinburgh
AMR/CPD/HYP.2.45For official Use
Mortgage Section

Post room

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 04342367

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A STANDARD SECURITY WHICH WAS PRESENTED FOR REGISTRATION IN SCOTLAND ON 7TH JULY 2006, DATED 31 MAY 2006 AND DATED THE 2nd JUNE 2006 AND CREATED BY HRWF (CRAIGLEITH) LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE OF EACH OBLIGOR TO ANY FINANCE PARTY ON ANY ACCOUNT WHATSOEVER 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 20th JULY 2006.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 24th JULY 2006.

A handwritten signature in black ink, appearing to be 'D. M. M.' or similar.



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES