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COMPANIES FORM No. 395

0259061226

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

Please do not
write in
this margin

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

*insert full name
of Company

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number

1112

4342367

Name of company

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

Date of creation of the charge

26 October 2006

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

Assignment of Rents (the "Assignment")

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

Bayerische Hypo- Und Vereinsbank Aktiengesellschaft, London Branch, 41
Moorgate, London acting as agent and trustee for itself and each Finance
Party (the "Agent")

Postcode EC2R 6PP

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

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

AMR/ASM/HYP.2.50 AofR (Main)

Time critical reference

For official Use (02/00)

Mortgage Section

Post room



A26
COMPANIES HOUSE

AT41EKEK

528
10/11/2006

Short particulars of all the property mortgaged or charged

The Granter's right, title and interest in and to the Rental Income in respect of the subjects known as Craigleith Retail Park, Edinburgh.

See Continuation Sheet 1 for definitions.

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

Arvid Leif

**FOR AND ON BEHALF OF
MACLAY MURRAY & SPENS LLP**

Date

9/11/06.

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

To the Registrar of Companies

Name of company

HRWF (Craigleith) Limited

Company number

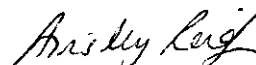
4342367

HRWF (Craigleith) Limited (the "Granter")

For the purpose of this form 395:

"Borrower"	has the meaning given to it in the Credit Agreement.
"Credit Agreement"	a credit facility agreement among the Consenter as the Borrowers (as defined therein), the Manager (as defined therein), the Original Chargors (as defined therein), the Arrangers (as defined therein), the Original Lender (as defined therein), the Original Counterparty (as defined therein) and the Agent dated on or around the date of the Assignment for a loan facility of up to £700,000,000 as (with the consent of the parties thereto where required) extended, 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.
"Rental Income"	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 the Borrowers and/or any other Obligor to the Agent and each Finance Party under or pursuant to the Credit Agreement and each Finance Document except for any obligation which if it were so included would result in the Assignment contravening Section 151 of the Companies Act 1985.

In this Form 395, any reference to any person is to be construed to include that person's assignees or transferees or successors in title, whether direct or indirect.



**FOR AND ON BEHALF OF
MACLAY MURRAY & SPENS LLP**

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 AN ASSIGNATION OF RENTS DATED THE 26th OCTOBER 2006 AND CREATED BY HRWF (CRAIGLEITH) LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE BORROWERS AND/OR ANY OTHER OBLIGOR TO BEYERISCHE HYPO-UND VEREINSBANK AKTIENGESELLSCHAFT LONDON BRANCH ACTING AS AGENT AND TRUSTEE FOR ITSELF AND EACH FINANCE PARTY (THE AGENT) AND EACH 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 10th NOVEMBER 2006.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 14th NOVEMBER 2006.

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THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —