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CHFP041

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in black type or
bold block
lettering

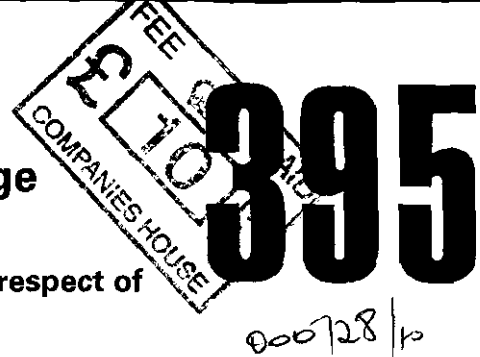
* Insert full name
of company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

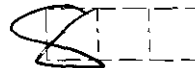
A fee of £10 is payable to Companies House in respect of
each register entry for a mortgage or charge.



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

For official use Company number

Name of company



37038

* The Equitable Life Assurance Society
City Place House, 55 Basinghall Street, London ("the Company")

Date of creation of the charge

24 December 2002

24th DECEMBER 2002

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

Standard Security

Amount secured by the mortgage or charge

All obligations, monies and liabilities including interest, costs, charges, fees, expenses and others whatsoever due or that may at any time hereafter become due or owing or incurred by the Company and/or any other Obligor (as defined in the Credit Agreement) to the Agent and to any other Finance Party (as defined in the Credit Agreement)whomsoever in any manner of way or in any respect whatsoever whether alone or jointly with any other person or persons and whether as principal debtor, agent, trustee, guarantor or surety or otherwise whomsoever and howsoever arising including without prejudice to the foregoing generality 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 each Finance Party (as such terms are defined in the Credit Agreement) under or pursuant to (1) the Credit Agreement (2) each Finance Document referred to as such in the Credit Agreement; except for any obligation which, if it were so included, would result in the Standard Security contravening Section 151 of the Companies Act 1985
Please see PAPER APART FOR DEFINITION

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

HVB Real Estate Capital Limited, as agent and trustee

41 Moorgate, London ("the Agent")

Postcode EC2R 6AR

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

Dundas & Wilson CS
20 Castle Terrace
Edinburgh EH1 2EN

GMT/AAT/HYP002.0177

Time critical reference

For official use
Mortgage section

Post room



Short particulars of all the property mortgaged or charged

The tenants part in the Ground Lease between South Lanarkshire Council and The Equitable Life Assurance Society dated 19 and 21 October 1998 (as varied by Minute of Variation of Lease between South Lanarkshire Council and The Equitable Life Assurance Society dated 15 and 16 July 1999) and registered or intended to be registered in the Land Register of Scotland under Title Number LAN155598;

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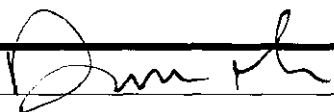
Please complete legibly, preferably in black type or bold block lettering

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge. (See Note 5)

Particulars as to commission allowance or discount (note 3)

NIL

Signed



Date 9 January 2003

On behalf of [company] [mortgagee/chargee]*

*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. Cheques and Postal Orders are to be made payable to **Companies House**.
6. The address of the Registrar of Companies is:-
Companies House, Crown Way, Cardiff CF4 3UZ.

Paper apart to Form 395 in respect of Standard Security by The Equitable Life Assurance Society with consent of The Royal Bank of Scotland Trust Company (Jersey) Limited and RBSI Trust Company Limited in favour of HVB Real Estate Capital Limited, as agent and trustee

"the Credit Agreement" means a Credit Agreement dated 19 February 1999 (as amended by side letters dated 31 August 1999 and 15 August 2000, Third Supplemental Agreement and side letter dated 14 February 2001, and Fifth Supplemental Agreement dated 5 December 2001) entered into amongst Hercules Property UK Limited, as General Partner of The Hercules Property Limited Partnership, the Consentors (as herein defined), the Original Chargors (as defined therein), the Original Counterparty (as defined therein), the Arranger (as defined therein), the Banks (as defined therein), the Facility Agent (as herein defined) and the Paying Agent (as defined therein) as the same has been or may be properly and validly extended, amended, varied, supplemented, novated, restated, replaced or renewed from time to time (said Credit Agreement as the same has been or may be properly and validly extended, amended, varied, supplemented, novated, restated, replaced or renewed from time to time.



COMPANIES FORM No. 398

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

398

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

Please do not
write in
this margin

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

* Insert full name
of company

To the Registrar of Companies
(Address overleaf)

For official use Company number

37038

Name of company

* The Equitable Life Assurance Society, City Place House, 55 Basinghall
Street, London ("the Company")

X We, Dundas & Wilson CS

of Saltire Court, 20 Castle Terrace, Edinburgh EH1 2EN

* give date and
parties to charge

certify that the charge* Standard Security by the Company with consent of The Royal Bank of
Scotland Trust Company (Jersey) Limited and RBSI Trust Company Limited in favour of HVB Real
Estate Capital Limited as agent and trustee

† delete as
appropriate

of which a true copy is annexed to this form was presented for registration on 24 December 2003
in [~~Scotland~~] [~~Northern Ireland~~][†]

Signed

Date 9 January 2003

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

Dundas & Wilson CS
20 Castle Terrace
Edinburgh
EH1 2EN

GMT/AAT/HYP002.0177

For 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. 00037038

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A STANDARD SECURITY WHICH WAS PRESENTED FOR REGISTRATION IN SCOTLAND ON 24 DECEMBER 2002 AND DATED THE 24th DECEMBER 2002 AND CREATED BY EQUITABLE LIFE ASSURANCE SOCIETY, (THE) FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY AND/OR ANY OTHER OBLIGOR TO HVB REAL ESTATE CAPITAL LIMITED AS AGENT AND TRUSTEE AND ANY OTHER 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 11th JANUARY 2003.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 16th JANUARY 2003.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —