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COMPANIES FORM No. 395

Scot 30x3
025956

395

Particulars of a mortgage or charge

Please do not
write in
this margin

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies
(Address overleaf)

For official use

Company number

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

Name of company

4044473

* insert full name
of company

* Rivergate (Irvine) (No.3) Limited ("the Company")

Date of creation of the charge

1 March 2002

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

Standard Security

Amount secured by the mortgage or charge

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 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.

For definitions see Paper Apart.

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

Bayerische Hypo- und Vereinsbank Aktiengesellschaft, London Branch

41 Moorgate, London as agent and trustee for the Finance Parties as defined in the

Credit Agreement

Postcode

EC2R 6AR

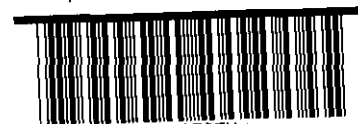
Presentor's name address and
reference (if any):Dundas & Wilson CS
Saltire Court, 20 Castle Terrace
EDINBURGH EH1 2EN

AAT/HYP002.0180

For official Use

Mortgage Section

Post room

A26
COMPANIES HOUSE0852
14/03/02

Time critical reference

Short particulars of all the property mortgaged or charged

The Company's whole right, title and interest in and to the Property.

For definitions see Paper Apart.

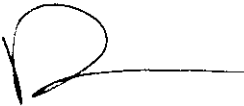
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this margin

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

Particulars as to commission allowance or discount

Nil

Signed



Date 13 March 2002

On behalf of ~~[company]~~ [chargee]*

*
delete as
appropriate

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 Rivergate (Irvine) (No.3) Limited and Rivergate (Irvine) (No.4) Limited with consent of Unicycle, L.P. in respect of Leasehold Interest, Rivergate Centre, Irvine

Definitions:-

"Credit Agreement" means the Credit Agreement dated 19 February 2002 between (among others) Unicycle, LP as Borrower, the Original Guarantors (as therein defined) HVB Real Estate Capital Limited as Arranger, the Senior Banks (as therein defined), the Mezzanine Banks (as therein defined), and the Agent as Original Counterparty and 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" means a Finance Document as defined in the Credit Agreement as said Finance Document may be amended, varied, supplemented, novated, restated, replaced or renewed from time to time (including supplements for further advances);

"Finance Party" means a Finance Party as defined in the Credit Agreement;

"Obligor" means an Obligor as defined in the Credit Agreement;

"Property" means ALL and WHOLE the tenant's interest in the lease between Irvine Development Corporation and Ravenseft Properties Limited dated First and Sixteenth February and recorded in the Division of the General Register of Sasines applicable to the County of Ayr on Thirtieth April, both months in Nineteen hundred and Eighty two, as amended, varied and/or supplemented by (One) Partial Renunciation by Ravenseft Properties Limited in favour of Irvine Development Corporation dated Twenty ninth March and recorded in the said Division of the General Register of Sasines on Fifteenth April, both months in Nineteen hundred and eighty eight (Two) Partial Assignment by Ravenseft Properties Limited with consent of Murrayfield Real Estate (Second Dundee) Limited in favour of the Company and Rivergate (Irvine) (No.4) Limited dated Twenty seventh February and registered in the Land Register of Scotland on Fifth March, both months in the year Two thousand and one and (Three) Minute of variation of lease among Rivergate (Irvine) Limited, Rivergate (Irvine) (No. 2) Limited and the Company and Rivergate (Irvine) (No.4) Limited dated Twenty seventh September and registered in the Land Register of Scotland on Tenth December, both months in the year Two thousand and one, (all hereinafter together referred to as "the Centre Lease"), the Company's and Rivergate (Irvine) (No.4) Limited's interest in which Centre Lease is registered in the Land Register of Scotland under title number AYR 35118, and which Centre Lease is in respect of ALL and WHOLE those subjects known as and forming the Rivergate Centre, Irvine, being the subjects described in the Centre Lease under exception of those office premises known as Cunninghame House, Rivergate, Irvine which office premises are more particularly described in, assigned by and delineated red on the plan annexed and executed as relative to Partial Assignment by Ravenseft Properties Limited with consent of Murrayfield Real Estate (Second Dundee) Limited in favour of Cunninghame House (No. 3) Limited and Cunninghame House (No. 4) Limited dated Twenty seventh February and registered in the Land Register of Scotland under title number AYR 35119 on Fifth March, both months in the year Two thousand and one; Together with the parts, privileges and pertinents thereof, the whole rights, common, mutual and otherwise effeiring thereto, and the Company's whole right title and interest, present and future, therein and thereto

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COMPANIES FORM No. 398

398

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

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 lettering

Company number

4044473

Name of company

* Rivergate (Irvine) (No.3) Limited ("the Company")

WE, Dundas & Wilson CS

of Saltire Court

20 Castle Terrace

Edinburgh

EH1 2EN

†
Give date and
parties to charge

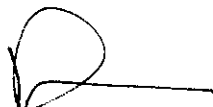
certify that the charge † Standard Security dated 21 February 2002 by the Company and Rivergate
(Irvine) (No.4) Limited with consent of Unicycle, L.P. in favour of Bayerische Hypo- und Vereinsbank
Aktiengesellschaft, London Branch as agent and trustee

of which a true copy is annexed to this form was presented for registration on 1 March 19 2002

in [Scotland] [~~Northern Ireland~~] †

†
Delete as
appropriate

Signed



Date 13 March 2002

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

Dundas & Wilson CS
Saltire Court, 20 Castle Terrace
EDINBURGH EH1 2EN

AAT/HYP002.0180

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. 04044473

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A STANDARD SECURITY WHICH WAS PRESENTED FOR REGISTRATION IN SCOTLAND ON 1 MARCH 2002 AND DATED THE 21st FEBRUARY 2002 AND CREATED BY RIVERGATE (IRVINE)(NO.3) LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM EACH OBLIGOR TO ANY FINANCE PARTY 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 14th MARCH 2002.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 19th MARCH 2002.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

Post
2/15