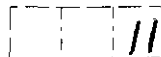


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CHFP041

COMPANIES FORM No. 395

Particulars of a mortgage or charge*Pursuant to section 395 of the Companies Act 1985***395****A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge.***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 - Note 6)**For official use Company number**Name of company*

04278233

*** THE JUNCTION (GENERAL PARTNER) LIMITED (AS GENERAL PARTNER OF THE JUNCTION LIMITED PARTNERSHIP)***Date of creation of the charge*

18 March 2004

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 Chargor's Obligations.

For definitions please see Schedule of Definitions attached.

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

THE ROYAL BANK OF SCOTLAND PLC, 36 St Andrew Square, Edinburgh (as Agent and Security Trustee)

Postcode EH2 2YB*Presentor's name, address and reference (if any):*Dundas & Wilson CS
20 Castle Terrace
Edinburgh EH1 2EN*For official use
Mortgage section**Post room*A06
COMPANIES HOUSE

A06XFT0A

0484
24/03/04*Time critical reference*

Ref: JXH/CLP/RBS001.1407

Com 395-1/2

Short particulars of all the property mortgaged or charged

The Rents.

For definitions please see Schedule of Definitions attached.

Please do not
write in
this margin


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)

None

Signed



Date

23 July 2004

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.

This is the Schedule of Definitions referred to in the foregoing Form 395 relative to Assignment of Rents by Great Western (General Partner) Limited in favour of The Royal Bank of Scotland (as agent and security trustee)

"Agent"	means The Royal Bank of Scotland plc as agent for the Banks and as security trustee for the Finance Parties
"Bank"	means The Royal Bank of Scotland plc, incorporated in Scotland under the Companies Acts (Registered Number SC090312) and having its Registered Office at Thirty six St Andrew Square, Edinburgh EH2 2YB
"Banks"	means the banks and financial institutions identified by the Agent from time to time
"Borrower"	means The Junction Limited Partnership, registered in England and Wales as a limited partnership under the Limited Partnerships Act 1907 and with registration number LP 7884) and having its principal place of business at St Helens, One Undershaft, London EC3P 3DQ
"Chargors"	means GWGP, GWN, GWLP and the Borrower and "Chargor" means any one of them
"Chargor's Obligations"	means the payment and discharge of all of the Chargors' liabilities to the Finance Parties of any kind and in any currency (whether present or future actual or contingent and whether incurred alone or jointly with another) together with interest at the rate(s) charged to the Chargor by any Finance Party from time to time and all expenses (on a full indemnity basis) incurred by any Finance Party or any Receiver (as such term is defined in the Debenture) at any time in connection with the Property or the Chargor's Obligations (as hereinafter defined) or in taking or perfecting the Assignment or in preserving, defending or enforcing the security created by the Assignment or in exercising any power under the Assignment or otherwise with interest as aforesaid from the date they are incurred
"Debenture"	means Debenture dated 3 January 2002 granted by the Borrower acting by its general partner, The Junction (General Partner) Limited, incorporated in England under the Companies Acts (Registered Number 04278233) and having its Registered Office at St Helens, One Undershaft, London EC3P 3DQ (hereinafter referred to as the "General Partner") as general partner of and trustee for the Borrower, in favour of the Bank acting in its capacities as agent for the Banks and security trustee for the Finance Parties as the same may be amended, novated, varied or supplemented in any way from time to time
"Finance Parties"	means the Agent and the finance parties identified by the Agent from time to time
"GWGP"	means Great Western (General Partner) Limited, incorporated under the Companies Acts (Company Number 5050958) and having our Registered Office at Seventh Floor, Lansdowne House, Berkeley Square, London W1J 6HQ

"GWLP"	means The Great Western Limited Partnership (registered in England and Wales as a limited partnership under the Limited Partnerships Act 1907 and with registration number LP 9302) acting by its general partner for the time being, GWGP
"GWN"	means Great Western (Nominee) Limited, incorporated under the Companies Acts (Company Number 5050968) and having our Registered Office at Seventh Floor, Lansdowne House, Berkeley Square, London W1J 6HQ
"Leases"	<p>means the following leases of the Property:</p> <ol style="list-style-type: none"> 1. Lease between Chartwell Land Investments Limited and Carpetright plc dated 29 January and 26 February 1996 and registered in the Books of Council and Session on 26 July 1996; 2. Lease between (1) The Royal Bank of Scotland Trust Company (Jersey) Limited and RBSI Trust Company Limited, (2) A Share & Sons Limited and (3) SCS Upholstery plc dated 2 and 22 May and registered in the Books of Council and Session on 1 July 2003; 3. Lease among Chartwell Land Investments Limited and Allied Carpets Properties Limited and Allied Carpets Group Limited dated 24 January and 26 February 1996 and registered in the Books of Council and Session on 25 June 1996; 4. Lease between Chartwell Land Investments Limited and Harveys Furnishing Group Limited dated 14 and 26 February 1996 and registered in the Books of Council and Session on 26 July 1996; 5. Lease between Chartwell Land Investments Limited and Comet Group plc dated 24 September and 10 October 1997 and registered in the Books of Council and Session on 9 December 1997; 6. Lease between Chartwell Land Investments Limited and Sterling Furniture Group Limited dated 23 May and 26 June 1996 and registered in the Books of Council and Session on 9 December 1997; 7. Lease between Chartwell Land Investments Limited and Blane Leisure Limited dated 18 November 1996 and 10 January 1997 and registered in the Books of Council and Session on 5 March 1997; and 8. Lease between Chartwell Land Investments Limited and B&Q plc dated 19 June and 29 October 1996 and registered in the Books of Council and Session on 29 May 2002. <p>as the said leases may be amended, varied or supplemented from time to time</p>
"Property"	means All and Whole the subjects forming Great Western Retail Park, Great Western Road, Glasgow registered in the Land Register of Scotland under Title Number GLA109583; Together with (One) the heritable fixtures and fittings in and upon the said subjects but excluding any tenants fixtures and fittings; and (Two) all rights pertaining thereto

	and the whole parts, privileges and pertinents thereof
"Rents"	means the rents and all other monies due and to become due to GWGP, GWN, GWLP and/or the Borrower in terms of the Leases, such rents and other monies to comprise all sums due to GWGP, GWN, GWLP and/or the Borrower by the tenants under the Leases other than (1) contributions to insurance premiums and the costs of insurance valuations, (2) in respect of costs incurred or to be incurred by GWGP, GWN, GWLP and/or the Borrower under any repairing or other obligations whatsoever or in providing or procuring the provisions of services at the Property (including any contribution to any sinking fund) and (3) any Value Added Tax payable to GWGP, GWN, GWLP and/or the Borrower

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 04278233

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT AN ASSIGNATIONS OF RENT DATED THE 18th MARCH 2004 AND CREATED BY THE JUNCTION (GENERAL PARTNER) LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY AND/OR ALL OR ANY OF THE OTHER COMPANIES NAMED THEREIN TO THE 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 24th MARCH 2004.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 26th MARCH 2004.

p Bengala



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —