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COMPANIES FORM No. 395

Particulars of a mortgage or charge



395

Please do not write in this margin

Pursuant to section 395 of the Companies Act 1985

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

To the Registrar of Companies
(Address overleaf - Note 5)Company Number
4797504For official use
11

* insert full name of company

Name of company

* **QUARTET PORTFOLIO LIMITED ("the Chargon")**

Date of creation of the charge

4 July 2003**27 + 30 June 2003**

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

See paper apart 1

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

**THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND ("The Chargee")
NEW UBERIOR HOUSE, 11 EARL GREY STREET,
EDINBURGH**Postcode **EH3 9BN**

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

**Burness
50 Lothian Road
Edinburgh EH3 9WJ
JZD/BAN/5/636 (554316)**

Time Critical Reference

For official use:
Mortgage Section

Post room

PMO
COMPANIES HOUSE1038
17/7/03

Short particulars of all the property mortgaged or charged.

Please do not write in this margin

ALL and WHOLE the tenant's interest in the lease between Dunedin Property Ventures Limited and Dunedin Property (Penicuik) Limited dated 20 June 2003 and pending registration in the Land Register of Scotland with Title Number MID43410 of property at Penicuik Shopping Centre, ancillary land and 11/13 John Street, Penicuik

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

Particulars as to commission, allowance or discount (note 3)

N/A

Signed



Date: 16.07.03

On behalf of 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, e.g. '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. The address of the Registrar of Companies is: Companies House, Crown Way, Cardiff CF4 3UZ

Paper Apart 1 to Form 395

Quartet Portfolio Limited

Company Number: 4797504

Penicuik Shopping Centre, Penicuik

Amount secured by the mortgage or charge:

The present and future obligations and liabilities of the Quartet Partnership notwithstanding any change in its composition, constitution or style, to the Finance Parties (or any of them), whether actual, contingent, sole, joint and/or several or otherwise, including, without prejudice to the foregoing generality, all obligations to indemnify the Finance Parties (or any of them).

Definitions:-

"Finance Parties" has the meaning given to it in the Inter Creditor Agreement;

"Inter Creditor Agreement" means the inter creditor agreement among inter alia the Quartet Partnership, the Finance Parties and the Chargee as Senior A Agent, Senior B Agent, Security Trustee and Account Bank (all as defined therein) dated on or around 20 June 2003;

"the Quartet Partnership" means the general partnership constituted by a partnership agreement dated on or around the date of the Standard Security among Quartet Portfolio Limited, Catalyst Quartet LLP and Catalyst Quartet Wigmore Limited.

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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 black lettering

To the Registrar of Companies
(Address overleaf)

Company Number
04797504

For official use

*insert full name of
company

Name of company

QUARTET PORTFOLIO LIMITED

NICHOLAS WILLIAM JONES

of

BURNES, 50 LOTHIAN ROAD, FESTIVAL SQUARE, EDINBURGH

give date and parties
to charge

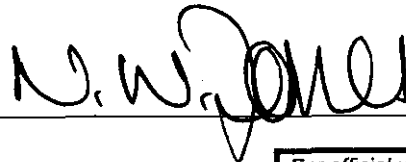
certify that the charges

Standard security by the Company and others as Partners of and Trustees for the Quartet Partnership in favour of The Governor and Company of the Bank of Scotland dated 27 and 30 June 2003.

= delete as
appropriate

of which a true copy is annexed to this form was presented for registration on • **4 JULY 2003**
in Scotland

Signed



Date

16.07.03

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

**Burness
50 Lothian Road
Edinburgh EH3 9 WJ**

**Tel 0131 473 6000
Ref JZD/BAN/5/636 (554453)**

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. 04797504

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A STANDARD SECURITY WHICH WAS PRESENTED FOR REGISTRATION IN SCOTLAND ON 4 JULY 2003 DATED 30 JUNE 2003 AND DATED THE 4th JULY 2003 AND CREATED BY QUARTET PORTFOLIO LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE QUARTET PARTNERSHIP TO THE FINANCE PARTIES (OR ANY OF THEM) ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 17th JULY 2003.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 23rd JULY 2003.

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THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —