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COMPANIES FORM No. 410(Scot)

Particulars of a charge created by a company registered in Scotland

410

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this margin

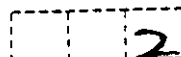
Pursuant to section 410 of the Companies Act 1985

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

To the Registrar of Companies
(Address overleaf - Note 5)

For official use

Company number



SC160930

Name of company

* MILLER/CTP (PACIFIC QUAY) LIMITED, MILLER HOUSE, 18 SOUTH GROATHILL AVENUE, EDINBURGH

* insert full name
of company

Date of creation of the charge (note 1)

13th January 1998

Description of the instrument (if any) creating or evidencing the charge (note 1)

Standard Security by Miller/CTP (Pacific Quay) Limited in favour of Pacific Quay Developments Limited, Grosvenor Developments Limited, CTP Limited and Miller Investments Southern Limited.

Amount secured by the charge

Refer to Paper Apart 1.

Names and addresses of the persons entitled to the charge

1. Pacific Quay Developments Limited, 130 St Vincent Street, Glasgow.

2. Grosvenor Developments Limited, 53 Davies Street, London.

3. CTP Limited, 17 Grand Central Square, Wellington Road South, Stockport

4. Miller Investments Southern Limited, Miller House, Pearbridge Road, Godalming, Surrey.

Presentor's name address telephone
number and reference (if any):Sample Fraser WS
130 St Vincent Street
Glasgow G2 5HF

REF: SPE/HF

For official use

Charges Section

Post room

SCT *S323T31X* 362
COMPANIES HOUSE 21/01/98

Short particulars of all the property charged.

Please do not
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this margin

Refer to Paper Apart 2.

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

Statement, in the case of a floating charge, as to any restrictions on power to grant further securities and
any ranking provision (note 2)

N/A

Particulars as to commission, allowance or discount paid (see section 413(3))

N/A

Signed

Joseph Frazer W.S.
per [signature]

Date

14/1/98

On behalf of [company] [chargee]†

† delete as
appropriate

Notes

1. A description of the instrument e.g. "Standard Security" "Floating Charge" etc. should be given. For the date of creation of a charge see section 410(5) of the Act. (Examples - date of signing of an Instrument of Charge; date of recording / registration of a Standard Security; date of intimation of an Assignment.)

2. In the case of a floating charge a statement should be given of (1) the restrictions, if any, on the power of the company to grant further securities ranking in priority to, or pari passu with the floating charge; and / or (2) the provisions, if any, regulating the order in which the floating charge shall rank with any other subsisting or future floating charges or fixed securities over the property which is the subject of the floating charge or any part of it.

3. A certified copy of the instrument, if any, creating or evidencing the charge, together with this form with the prescribed particulars correctly completed must be delivered to the Registrar of Companies within 21 days after the date of the creation of the charge. In the case of a charge created out of the United Kingdom comprising property situated outside the U.K., within 21 days after the date on which the copy of the instrument creating it could, in due course of post, and if despatched with due diligence, have been received in the U.K. Certified copies of any other documents relevant to the charge should also be delivered.

4. A certified copy must be signed by or on behalf of the person giving the certification and where this is a body corporate it must be signed by an officer of that body.

5. The address of the Registrar of Companies is:-

Companies House
37 Castle Terrace
Edinburgh EH1 2EB

PAPER APART 1

in security of the obligations undertaken by the Company in terms of the Shareholders Agreement among CTP Limited, incorporated in England (Company Number 2178560) and having their Registered Office at 17 Grand Square, Wellington Road South, Stockport, Manchester SK1 3TA, Miller Investments Southern Limited, incorporated in England (Company Number 849553) and having their Registered Office at Miller House, Rearbridge House, Godalming, Surrey, the Company, Pacific Quay Developments Limited (Company Number SC174924) and having their Registered Office at 130 St Vincent Street, Glasgow and Grosvenor Developments Limited, incorporated under the Companies Acts (Company Number 625561) and having their Registered Office formerly at 26/28 Mount Row, London and now at 53 Davies Street, London E1Y 1FH constituted by an exchange of Missives entered into in duplicate between W & J Burness WS, Solicitors, Edinburgh and Semple Fraser WS, Solicitors, Glasgow dated 17th and 18th June 1997 relating to subjects at Pacific Quay, Glasgow.

PAPER APART 2

ALL and WHOLE that plot or area of ground extending to 4.78 hectares or thereby lying generally to the north of Govan Road, Glasgow, registered in the Land Register of Scotland under Title Number GLA 128391; Excepting always from the Standard Security ALL and WHOLE that plot or area of ground registered in the Land Register of Scotland under Title Number GLA 128392 also lying generally to the north of the said Govan Road; Together with by way of inclusion and not exception (1) the whole buildings and erections erected or to be erected on the subjects hereby secured; (2) the heritable fixtures and fittings therein and thereon; (3) the parts, privileges and pertinents thereof; (4) the Company's whole right, title and interest present and future therein.

F:\FRASER\FORM 410.PA

A handwritten signature in dark ink, appearing to read 'Semple Fraser WS', with a long horizontal flourish extending to the right.



**CERTIFICATE OF THE REGISTRATION
OF A CHARGE**

Company number 160930

I hereby certify that a charge created by

MILLER/CTP (PACIFIC QUAY) LIMITED

on 13 JANUARY 1998

for securing ALL SUMS DUE, OR TO BECOME DUE

in favour of PACIFIC QUAY DEVELOPMENTS LIMITED AND OTHERS

was delivered pursuant to section 410 of the Companies Act, 1985,
on 21 JANUARY 1998

Signed at Edinburgh
22 JANUARY 1998

R. Graham
For Registrar of Companies



C O M P A N I E S H O U S E

N.B. Searchers may find it desirable to refer to the documents mentioned in column (2) for more detailed particulars

REGISTER of Charges, Alterations to Charges,

COMPANY: SC160930 CHARGE: 2

(1) Date of Registration	(2) Serial Number of Document on File	(3) Date of Creation of each Charge and Description thereof	(4) Date of the aquisition of the Property	(5) Amount secured by the Charge £	(6) Short Particulars of the Property Charged	(7) Names of the Persons entitled to the Charge
21/01/1998		13/ 1/98 STANDARD SECURITY		ALL SUMS DUE, OR TO BECOME DUE	4.78 HECTARES NORTH OF GOVAN ROAD, GLASGOW	PACIFIC QUAY DEVELOPMENTS LIMITED AND OTHERS

Memoranda of Satisfaction and Appointments etc. of Receivers

N.B. Searchers may find it desirable to refer to the documents mentioned in column (2) for more detailed particulars

COMPANY: SC160930 CHARGE: 2

(8) In the case of a floating charge, a statement of the provisions, if any, prohibiting or restricting the creation by the company of any fixed security or any other floating charge having priority over, or ranking <i>pari passu</i> with the floating charge.	(9) In the case of a floating charge, a statement of the provisions if any regulating the order in which the floating charge shall rank with any other subsisting or future floating charges or fixed securities over the property the subject of the floating charge or any part of it.	(10) Amount or rate per cent of the Commission Allowance or discount	(11) Memoranda of Satisfaction	(12) Receiver		
				Name	Date of Appointment	Date of Ceasing to act