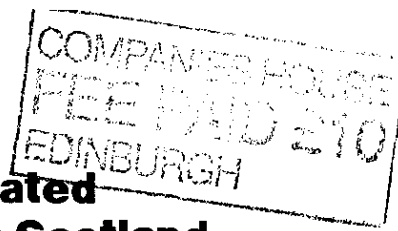


M

COMPANIES FORM No. 410(Scot)

Particulars of a charge created by a company registered in Scotland



410

Please do not
write in
this margin

Pursuant to section 410 of the Companies Act 1985

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

*
insert full name
of company

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

For official use

Company number

	T	T	
	I	I	2

SC220379

Name of company

* MILLER INVESTMENTS (WHITEHALL) LIMITED ("the Company")

Date of creation of the charge (note 1)

8 October 2001

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

Charge ("the Charge")

Amount secured by the charge

(i) all monies and liabilities which now are or shall at any time hereafter be due owing or incurred to the Bank by the Company whether actually or contingently and whether presently or in the future and whether solely or jointly with any other person and whether as principal or surety or in any way whatsoever provided that the monies and liabilities which the Company covenants to pay and discharge shall not include any monies and liabilities arising under a regulated consumer credit agreement falling within Part V of the Consumer Credit Act 1974, unless specifically agreed in writing between the Company and the Bank;

(ii) on a full and unlimited basis all interest commission fees and legal and other costs charges and expenses which the Bank or any Receiver may charge or incur in relation to the Company or the Charge and the preparation negotiation and creation of the Charge and/or in relation to the property interest rights benefit and claims charged to the Bank by the Charge and/or breach of any provision of, and the protection realisation or enforcement of, the Charge in each case on a full indemnity basis;

(iii) interest to the date of discharge on all sums payable and liabilities to be discharged under any of the provisions of the Charge.

Names and addresses of the persons entitled to the charge

Clydesdale Bank Public Limited Company ("the Bank")

30 St Vincent Street

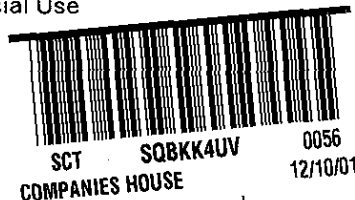
Glasgow G1 2HL

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

Dundas & Wilson CS
Saltire Court
20 Castle Terrace
EDINBURGH EH1 2EN
0131 228 8000
Ref: JXH/CPD/CLY003.0342

For official Use

Char-



Short particulars of all the property charged.

- (i) all that the benefit of the Company's interest in Development Agreement dated 29 June 2001 and made between the Company and Miller Gregory (Whitehall) Limited and any variation amendment or extension thereof or supplement thereto from time to time in force ("the Agreement"); and
- (ii) all rights titles benefits and interests of the Company whatsoever present and future whether proprietary contractual or otherwise arising out of or connected with or relating to the Agreement including without limitation all claims for damages in respect of any breach thereof.

Please do not
write in
this margin

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

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))

None

Signed  Date 12.10.2001

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 Registration Office,
37 Castle Terrace,
Edinburgh EH1 2EB

FILE COPY



**CERTIFICATE OF THE REGISTRATION
OF A CHARGE**

Company number 220379

I hereby certify that a charge created by

MILLER INVESTMENTS (WHITEHALL) LIMITED

on 8 OCTOBER 2001

for securing ALL SUMS DUE, OR TO BECOME DUE

in favour of CLYDESDALE BANK PUBLIC LIMITED COMPANY

was delivered pursuant to section 410 of the Companies Act, 1985,
on 12 OCTOBER 2001

Given at Companies House, Edinburgh
16 OCTOBER 2001



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: SC220379 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
12/10/2001		8/10/01 CHARGE		ALL SUMS DUE, OR TO BECOME DUE	ALL THAT THE BENEFIT OF THE COMPANY'S INTEREST IN DEVELOPMENT AGREEMENT DATED 29TH JUNE 2001 AND MADE BETWEEN COMPANY AND MILLER GREGORY (WHITEHALL) LIMITED AND ANY VARIATION AMENDMENT OR EXTENSION THEREOF OR SUPPLEMENT THERETO FROM TIME TO TIME IN FORCE	CLYDESDALE BANK PUBLIC LIMITED COMPANY

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: SC220379 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