

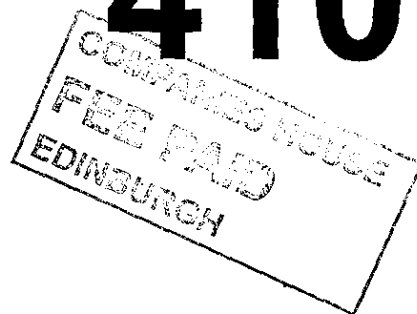


CHWP007

COMPANIES FORM No. 410(Scot)

**Particulars of a charge created
by a company registered in Scotland****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

Pursuant to section 410 of the Companies Act 1985

Please complete
legibly, preferably in
black type, or bold
block letteringTo the Registrar of Companies
(Address overleaf - Note 6)

For official use

Company number

22

5863

Name of company

* insert full name
of company*** Heart of Midlothian plc**

Date of creation of the charge (note 1)

18 April 2002

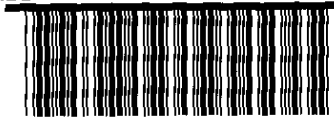
Description of the instrument (if any) creating or evidencing the charge (note 1)

Standard Security

Amount secured by the charge

**All sums of money, including principal, interest and charges, due and that may become
due to The Governor and Company of the Bank of Scotland in any manner of way by
the Company either solely or jointly with any person or persons or Corporation and
whether as principal or surety.**

Names and addresses of the persons entitled to the charge

The Governor and Company of the Bank of Scotland**Head Office, The Mound****Edinburgh EH1 1YZ**Presenter's name address telephone
number and reference (if any):**Anderson Strathern WS
48 Castle Street
Edinburgh EH2 3LX (DJM)
0131 220 2345**For official use
Charges £

SCT	SXRP2ADU	0267
COMPANIES HOUSE		29/04/02
SCT	SXKYWA8L	0365
COMPANIES HOUSE		24/04/02

Short particulars of all the property charged.

608 square metres or thereby at McLeod Street, Edinburgh

Please do not
write in
this margin

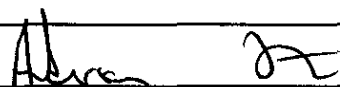
Please complete
legibly, preferably
in black type, or
bold block
lettering

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))

Signed



Date

26/4/02

On behalf of [company] [chargee]†

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. Cheques and Postal Orders are to be made payable to Companies House.

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

Companies House
37 Castle Terrace
Edinburgh EH1 2EB

A fee of £10 is
payable to
Companies House
in respect of each
register entry for
a mortgage or
charge.
(See Note 5)

† delete as
appropriate

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A CHARGE

Company number 5863

I hereby certify that a charge created by

HEART OF MIDLOTHIAN PLC

on 18 APRIL 2002

for securing ALL SUMS DUE, OR TO BECOME DUE

in favour of

THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND

was delivered pursuant to section 410 of the Companies Act, 1985,
on 29 APRIL 2002

Given at Companies House, Edinburgh
1 MAY 2002



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: SC005863 CHARGE: 22

(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 acquisition 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
29/04/2002		18/ 4/02 STANDARD SECURITY		ALL SUMS DUE, OR TO BECOME DUE	608 SQUARE METRES OR THEREBY AT MCLEOD STREET, EDINBURGH	THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND

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: SC005863 CHARGE: 22

(8)	(9)	(10)	(11)	(12)		
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.	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.	Amount or rate per cent of the Commission Allowance or discount	Memoranda of Satisfaction	Receiver		
				Name	Date of Appointment	Date of Ceasing to act