

SCHEDULE 5

This is Schedule 5 comprising the Conditions Precedent referred to in the Second Supplemental Agreement for the Expanded PRIME Contract

BETWEEN

The Secretary of State for Work and Pensions

and

The First Secretary of State

and

Trillium (PRIME) Limited

and

Trillium (PRIME) Property GP Limited

dated

10 DECEMBER 1003

CONDITIONS PRECEDENT

1. DWP having received the Agreement for Professional Care comprising KPMG's Model Audit Opinion substantially in the form received by Lovells on 10 December 2003 with the text of the opinion in the letter dated 8 December 2003 from KPMG to Land Securities Trillium, but in the format of the agreement for professional care and in favour of DWP.
2. PRIME Property having received:
 - (a) a reliance letter from Lovells relating to the Certificate of Title and the Lease Summaries for the Former ES Estate English and Welsh Properties;
 - (b) the Certificates of Title and the Lease Summaries for the Former ES Estate Scottish Properties and a letter of undertaking as the future reliance thereon by the Funders; and
 - (c) a warranty from Lovells relating to the extraction and loading of certain data contained in the Certificates of Title and in the Lease Summaries.

In each case in a form satisfactory to PRIME Property acting reasonably and based on the forms agreed in principle between the parties on the date hereof.