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COMPANIES FORM No. 466(Scot)

466

Particulars of an instrument of alteration to a floating charge created by a company registered in Scotland

Please do not
write in
this margin

Pursuant to section 410 and 466 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

20

5863

Name of company

* insert full name
of company

* HEART OF MIDLOTHIAN PLC ("the Company")

Date of creation of the charge (note 1)

8th June 1998

Description of the instrument creating or evidencing the charge or of any ancillary document which has been altered (note 1)

Bond and Floating Charge

Names of the persons entitled to the charge

Scottish & Newcastle plc

Short particulars of all the property charged

the whole property and undertaking of the Company

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

Henderson Boyd Jackson WS
19 Ainslie Place
Edinburgh EH3 6AU
DX ED27 Tel: 0131 226 8881

For official use
Charges Section

Post room



Names, and addresses of the persons who have executed the instrument of alteration (note 2)

1. Heart of Midlothian plc, Tynecastle Stadium, Gorgie Road, Edinburgh EH1 2NF
2. The Governor and Company of Bank of Scotland, The Mound, Edinburgh
3. New Hearts Ltd, 19 Ainslie Place, Edinburgh EH3 6AU
4. Scottish & Newcastle plc, Abbey Brewery, Holyrood Road, Edinburgh EH8 8YS
5. James Gerard & Mrs Susan Margaret Gerard, Eastacres, 575 Lanark Road West, Balerno

Please do not
write in
this margin

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

Date(s) of execution of the instrument of alteration

1. 8th June 1998
2. 30th June 1998
3. 8th June 1998
4. 24th June 1998
5. 18th June 1998

A statement of the provisions, if any, imposed by the instrument of alteration prohibiting or restricting the creation by the company of any fixed security or any other floating charge having, priority over, or ranking pari passu with the floating charge

None

Short particulars of any property released from the floating charge

None

The amount, if any, by which the amount secured by the floating charge has been increased

NONE

Please do not
write in
this margin

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

In regard to the Yard at Wheatfield Road, Edinburgh

Standard Security in favour of James Gerard and Mrs Susan Margaret Gerard shall rank first for a maximum of £250,000 with interest, outlays and expenses.

Standard Security in favour of The Governor and Company of the Bank of Scotland registered 24th February 1998 shall rank second for all sums due and to become due

Bond and Floating Charge in favour of The Governor and Company of the Bank of Scotland registered 5th April 1968 shall rank third for all sums due and to become due

Bond and Floating Charge in favour of Scottish & Newcastle plc registered 26th June 1998 shall rank fourth for a maximum of £466,850 with one year's interest and expenses ("the First Security Limit")

Bond and Floating Charge in favour of New Hearts Ltd registered 13th December 1996 shall rank fifth for all sums due and to become due

Scottish & Newcastle plc's Floating Charge registered 26th June, 1998 shall rank sixth for any further sums in excess of the First Security Limit.

In regard to Tynecastle Stadium, Gorgie Road, Edinburgh

Standard Security in favour of The Governor and Company of the Bank of Scotland registered 22nd March 1977 shall rank first for all sums due and to become due.

Standard Security in favour of Scottish & Newcastle plc registered 4th July 1988 shall rank second to the First Security Limit.

Floating Charge in favour of The Governor and Company of the Bank of Scotland registered 5th April 1968 shall rank third for all sums due and to become due.

Bond and Floating Charge in favour of Scottish & Newcastle plc registered 26th June 1998 shall rank fourth for such an amount as shall, together with the sums recoverable under said Standard Security in favour of Scottish & Newcastle plc, not exceed the First Security

Bond and Floating Charge in favour of New Hearts Ltd registered 13th December 1996 shall rank fifth for all sums due and to become due

Standard Security in favour of Scottish & Newcastle plc registered 4th July 1988 shall rank sixth for any further sums in excess of the First Security Limited

Bond and Floating Charge in favour of Scottish & Newcastle plc registered 26th June 1998 shall rank seventh for any further sums in excess of the First Security Limit.

In regard to the remaining property and undertaking of the Company

Bond and Floating Charge in favour of The Governor and Company of the Bank of Scotland registered 5th April 1968 shall rank first for all sums due and to become due..

Bond and Floating Charge in favour of Scottish & Newcastle plc registered 26th June 1998 shall rank second to the First Security Limit.

Bond and Floating Charge in favour of New Hearts Limited registered 13th December 1996 shall rank third for all sums due and to become due; and

Bond and Floating Charge in favour of Scottish & Newcastle plc registered 26th June 1998 shall rank fourth for any further sums in excess of the First Security Limit.

Signed  Date 3/7/98
On behalf of [company] [~~chargee~~][†]

[†] delete as
appropriate

Notes

1. A description of the instrument e.g. "Instrument of Charge" "Debenture" etc as the case may be, should be given. For the date of creation of a charge see section 410(5) of the Companies Act.
2. In accordance with section 466(1) the instrument of alteration should be executed by the company, the holder of the charge and the holder of any other charge (including a fixed security) which would be adversely affected by the alteration.
3. A certified copy of the instrument of alteration, 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 execution of that instrument.
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



**CERTIFICATE OF THE REGISTRATION OF
AN ALTERATION TO A FLOATING CHARGE**

Company number 5863

I hereby certify that particulars of an instrument of alteration dated
30 JUNE 1998

was delivered pursuant to section 410 of the Companies Act, 1985,
on 6 JULY 1998.

The instrument relates to a charge created on 8 JUNE 1998

by HEART OF MIDLOTHIAN PLC

in favour of SCOTTISH & NEWCASTLE PLC

for securing ALL SUMS DUE, OR TO BECOME DUE

Signed at Edinburgh
8 JULY 1998

R. Graham
For Registrar of Companies



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: 1

(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
05/04/1968	144	28/ 3/68 BOND & FLOATING CHARGE		ALL SUMS DUE OR TO BECOME DUE BY THE COMPANY TO THE CHARGE	THE WHOLE ASSETS OF THE COMPANY	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: 1

(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
COMPANY ARE EXPRESSLY PROHIBITED FROM CREATING SUBSEQUENT FIXED SECURITY HAVING PRIORITY OVER OR RANKING EQUALLY WITH THE FLOATING CHARGE			16/ 1/95 PARTIAL PROPERTY RELEASE			

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

COMPANY: SC005863 CHARGE: 1

Instruments of Alteration to a Floating Charge					
(13) Date of Execution	(14) Names of the persons who have executed the Instrument	(15) 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.	(16) The provisions, if any, varying or otherwise regulating the order of the ranking of the floating charge in relation to fixed securities or to other floating charges.	(17) Short particulars of any property released from the floating charge	(18) The amount, if any, by which the amount secured by the floating charge has been increased. £
24/04/86 23/12/86 30/05/88 04/09/89	<p>THE COMPANY THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND SCOTTISH & NEWCASTLE BREWERIES PLC THE COMPANY THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND THE COMPANY THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND ALLIED IRISH BANKS PLC THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND THE COMPANY</p> <p>JAMES GERARD AND ANOTHER THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND HEART OF MIDLOTHIAN PLC</p> <p>JAMES GERARD AND ANOTHER NEW HEARTS LIMITED THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND HEART OF MIDLOTHIAN PLC</p> <p>JAMES GERARD & SUSAN MARGARET GERARD SCOTTISH & NEWCASTLE PLC NEW HEARTS LTD THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND HEART OF MIDLOTHIAN PLC</p>		SEE PAGE 3 DOC 229 SEE PAGE 3 DOC 231 SEE PAGE 3 OF DOC SEE PAGE 3 OF DOC		

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: 17

(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
13/12/1996		2/12/96 BOND & FLOATING CHARGE		ALL SUMS DUE, OR TO BECOME DUE	UNDERTAKING AND ALL PROPERTY AND ASSETS PRESENT AND FUTURE OF THE COMPANY INCLUDING UNCALLED CAPITAL	NEW HEARTS LIMITED

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: 17

(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
COMPANY ARE EXPRESSLY PROHIBITED FROM CREATING SUBSEQUENT FIXED SECURITY HAVING PRIORITY OVER OR RANKING EQUALLY WITH THE FLOATING CHARGE						

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

COMPANY: SC005863 CHARGE: 17

Instruments of Alteration to a Floating Charge					
(13) Date of Execution	(14) Names of the persons who have executed the instrument	(15) 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.	(16) The provisions, if any, varying or otherwise regulating the order of the ranking of the floating charge in relation to fixed securities or to other floating charges.	(17) Short particulars of any property released from the floating charge	(18) The amount, if any, by which the amount secured by the floating charge has been increased. £
	<p>JAMES GERARD AND ANOTHER NEW HEARTS LIMITED HEART OF MIDLOTHIAN PLC</p> <p>JAMES GERARD AND ANOTHER NEW HEARTS LIMITED THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND HEART OF MIDLOTHIAN PLC</p> <p>JAMES GERARD & SUSAN MARGARET GERARD SCOTTISH & NEWCASTLE PLC NEW HEARTS LIMITED THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND HEART OF MIDLOTHIAN PLC</p>				

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: 20

(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
26/06/1998		8/ 6/98 BOND & FLOATING CHARGE		ALL SUMS DUE, OR TO BECOME DUE	UNDERTAKING AND ALL PROPERTY AND ASSETS PRESENT AND FUTURE OF THE COMPANY INCLUDING UNCALLED CAPITAL	SCOTTISH & NEWCASTLE PLC

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: 20

(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		
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COMPANY ARE EXPRESSLY PROHIBITED FROM CREATING SUBSEQUENT FIXED SECURITY HAVING PRIORITY OVER OR RANKING EQUALLY WITH THE FLOATING CHARGE						

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COMPANY: SC005863 CHARGE: 20

Instruments of Alteration to a Floating Charge					
(13) Date of Execution	(14) Names of the persons who have executed the instrument	(15) 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.	(16) The provisions, if any, varying or otherwise regulating the order of the ranking of the floating charge in relation to fixed securities or to other floating charges.	(17) Short particulars of any property released from the floating charge	(18) The amount, if any, by which the amount secured by the floating charge has been increased. £
	JAMES GERARD & SUSAN MARGARET GERARD SCOTTISH & NEWCASTLE PLC NEW HEARTS LIMITED THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND HEART OF MIDLOTHIAN PLC				