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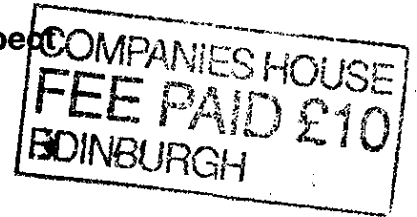
CHFP000

COMPANIES FORM No. 466(Scot)

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

466

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



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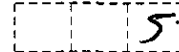
Pursuant to section 410 and 466 of the Companies Act 1985

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

To the Registrar of Companies
(Address overleaf - Note 6)

For official use

Company number



54212

Name of company

* DEAN ENTERTAINMENTS LIMITED ("the Company")

* insert full name of company

Date of creation of the charge (note 1)

27th September 1990

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

The Royal Bank of Scotland plc,
St. Andrews Square,
EDINBURGH
("the Bank")

Short particulars of all the property charged

The whole of the property (including uncalled capital) which is or may be from time to time comprised in the Company's property and undertaking.

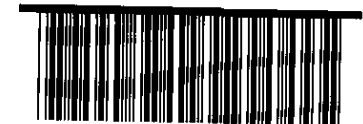
Presenter's name address and reference (if any):

McKenzies,
Solicitors,
26 East Fergus Place,
KIRKCALDY
KY1 1XT
DX KY21,
RMCK/R304(17)

For official use
Charges Section

Post room

IAM.



SCT S57JAPRD 0898
COMPANIES HOUSE 18/04/00

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

1. The Company whose Registered Office is 191 Nicol Street, Kirkcaldy.
2. The Bank
3. Bass Brewers Limited having its Registered Office at 137 High Street,
Burton upon Trent

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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. 15th February 2000
2. 22nd February 2000.
3. 5th April 2000.

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

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

N/A

A statement of the provisions, if any, imposed by the instrument of alteration varying or otherwise regulating the order of the ranking of the floating charge in relation to fixed securities or to other floating charges

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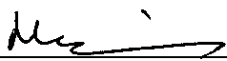
*Please complete
legibly, preferably
in black type, or
bold block lettering*

SEE PAPER APART

Continuation of the statement of the provisions, if any, imposed by the instrument of alteration varying or otherwise regulating the order of the ranking of the floating charge in relation to fixed securities or to other floating charges

*Please do not
write in
this margin*

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

Signed  Date _____
On behalf of [~~company~~] [chargee][†]

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

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

[†] delete as appropriate

PAPER APART

R304(17)

1. DEFINITIONS:

In this Paper Apart the following terms shall have the meaning ascribed to them as follows:

- | | |
|--------------------------------|---|
| “the Bank Floating Charge” | means a Floating Charge in favour of the Bank dated Twenty-seventh September Nineteen hundred and ninety and registered with the Registrar of Companies on Fourth October Nineteen hundred and ninety. |
| “the Bank Security” | means Standard Security by the Company in favour of the Bank dated Fourth August Nineteen hundred and ninety-nine and about to be registered in the Land Register of Scotland. |
| “Bass” | means Bass Brewers Limited, incorporated under the Companies Acts and having their Registered Office at One hundred and thirty seven High Street, Burton-upon-Trent (hereinafter referred to as “the Company”) and trading in Scotland as Tennent Caledonian Breweries. |
| “the Bass Security” | means a Standard Security granted by the Company in favour of Bass dated the Fifteenth day of February Two Thousand and about to be registered in the Land Register of Scotland. |
| “the Bass Security Limitation” | means the sum of SIX HUNDRED THOUSAND POUNDS Sterling (£600,000). |
| “The Securities” | means the Bank Floating Charge, the Bank Security and the Bass Security. |

The singular shall include the plural and vice versa.

2. RANKING

The Instrument of Alteration provides that the Securities shall rank in the following order of priority:

- FIRST: The Bass Security for sums due by the Company to Bass up to the Bass Security Limitation.
- SECOND: The Bank Security for all sums due and to become due by the Company to the Bank.
- THIRD: The Bass Security for all sums due and to become due by the Company to Bass.
- FOURTH: The Bank Floating Charge on the reversion until all sums due by the Company to the Bank are satisfied.

All of the foregoing rankings shall subsist notwithstanding the date or dates on which the respective Securities are registered or recorded (as the case may be) or the terms of the Securities or the terms of any Instrument of Alteration dated prior to the Instrument of Alteration affecting any of the Securities.

3.

The provisions as to ranking set out in the Instrument of Alteration shall be valid and effective, and the Securities shall be given effect subject to the provisions as to ranking set out in the Instrument of Alteration irrespective of the date or dates on which sums due or becoming due to the Bank and/or Bass respectively have or shall become due, and irrespective of fluctuations in such sums.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF AN ALTERATION TO A FLOATING CHARGE

Company number 54212

I hereby certify that particulars of an instrument of alteration dated
5 APRIL 2000

were delivered pursuant to section 410 of the Companies Act, 1985,
on 18 APRIL 2000.

The instrument relates to a charge created on 27 SEPTEMBER 1990

by DEAN ENTERTAINMENTS LIMITED

in favour of THE ROYAL BANK OF SCOTLAND plc

for securing ALL SUMS DUE, OR TO BECOME DUE

Given at Companies House, Edinburgh
20 APRIL 2000



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: SC054212 CHARGE: 5

(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
04/10/1990	11045	27/ 9/90 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	THE ROYAL BANK OF SCOTLAND 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: SC054212 CHARGE: 5

(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			PARTIAL 15/11/1990			

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

COMPANY: SC054212 CHARGE: 5

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. £
	THE ROYAL BANK OF SCOTLAND plc BASS BREWERS LIMITED DEAN ENTERTAINMENTS LIMITED				