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Particulars of a mortgage or charge created by a company registered in Scotland

Pursuant to Section 106A
of the COMPANIES ACT 1948 (note 1)

47

(Scot.)

Please do not
write in this
binding
margin

For official use

Company Number

6

71477

Name of Company

FLORENCE CLOTHIERS (SCOTLAND)

Limited*

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

Particulars of a mortgage or charge created by the above-named company

Date and description of the instrument creating or evidencing the mortgage or charge (note 2)

Bond and Floating Charge dated 26th November 1980.

*delete
if
inappropri-
ate

Amount secured by the mortgage or charge

~~ALL sums of money~~ that now are or may at any time or times hereafter be
due by the Company to the Bank.

Presenter's name, address, telephone number and
reference (if any)

The Royal Bank of Scotland Limited
Law Department
42 St Andrew Square
EDINBURGH
EH2 2YE
LAW/B/M/HH/S
Telephone No 031-556-8555 Ext 2403

For official use
Mortgage Section

Post room

Time Critical reference

Short particulars of all the property mortgaged or charged (For statement as to restriction on power to grant further securities or ranking provisions see note 3)

Please do not write in this binding margin

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

The Company is prohibited from creating any Fixed Security or Floating Charge having priority over or ranking equally with the Floating Charge created in the Bank's favour.

The Floating Charge shall, except as may otherwise be previously agreed in writing by the Bank rank in priority to any fixed security other than a fixed security in favour of the Bank, which shall be created by the Company after the date of the Floating Charge and to any other Floating Charge.

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

Names, addresses and descriptions of the mortgagees or persons entitled to charge

THE ROYAL BANK OF SCOTLAND LIMITED, 42 St. Andrew Square, Edinburgh

Particulars as to commission, allowance or discount (note 4)

NIL

Signed FOR THE ROYAL BANK OF SCOTLAND LIMITED

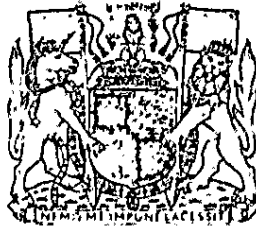
Date 28th November 1980

p General Manager

Designation of position in relation to the company Creditor

Notes

1. Section 106A was originally inserted into the Companies Act 1948 by the Companies (Floating Charges) (Scotland) Act, 1961, and subsequently amended by the Companies (Floating Charges & Receivers) (Scotland) Act 1972.
2. A description of the instrument eg, "Trust Deed", "Debenture", etc, as the case may be, should be given. In the case of an instrument recorded in the General Register of Sasines the date of recording should be given.
3. In the case of a floating charge a statement 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) 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 which is the subject of the floating charge or any part of it should be given.
4. In this column there should be inserted the amount or rate per cent of the commission, allowance or discount (if any) paid or made either directly or indirectly by the company to any person in consideration of his subscribing or agreeing to subscribe, whether or conditionally, or procuring or agreeing to procure subscriptions, whether absolute or conditional for any of the debentures included in this return. The rate of interest payable under the terms of the debentures should not be entered.
5. A certified copy of the instrument creating the charge, together with this form must be delivered to the Registrar of Companies within 21 days after the date of the creation of the mortgage or charge. Certified copies of any other documents relevant to the charge should also be delivered.
6. A copy instrument should be verified or certified to be a true copy under the seal of the Company or under the hand of some person interested therein otherwise than on behalf of the Company (Regulation 6 of the Companies (Forms) Regulations 1979, SI 1979/1547 refers).



CERTIFICATE OF THE REGISTRATION OF A CHARGE

I hereby certify that a charge created on the 26 November 1980
by FLORENCE CLOTHINGS (SCOTLAND) LIMITED
in favour of The Royal Bank of Scotland Limited
for securing all sums due or to become due

was registered pursuant to section 106A of the Companies Act, 1948, on
the 8 December 1980

Given under my hand at Edinburgh the 10 December 1980

No. 71477/6

DED Robertson

Registrar of Companies

Certificate and instrument received by

Date

(A)

Short particulars of all the property mortgaged or charged (For statement as to restriction on power to grant further securities or ranking provisions see note 3)

Please do not write in this binding margin

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

The Company is prohibited from creating any Fixed Security or Floating Charge having priority over or ranking equally with the Floating Charge created in the Bank's favour.

The Floating Charge shall, except as may otherwise be previously agreed in writing by the Bank rank in priority to any fixed security other than a fixed security in favour of the Bank, which shall be created by the Company after the date of the Floating Charge and to any other Floating Charge.

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


Names, addresses and descriptions of the mortgagees or persons entitled to charge

THE ROYAL BANK OF SCOTLAND LIMITED, 42 St. Andrew Square, Edinburgh


Particulars as to commission, allowance or discount (note 4)

Nil

FOR THE ROYAL BANK OF SCOTLAND LIMITED

Signed  n General Manager

Date 27 January 1981

Designation of position in relation to the company  Creditor

- Notes**
1. Section 106A was originally inserted into the Companies Act 1948 by the Companies (Floating Charges) (Scotland) Act, 1961, and subsequently amended by the Companies (Floating Charges & Receivers) (Scotland) Act 1972.
 2. A description of the instrument eg, "Trust Deed", "Debenture", etc, as the case may be, should be given. In the case of an instrument recorded in the General Register of Sasines the date of recording should be given.
 3. In the case of a floating charge a statement 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) 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 which is the subject of the floating charge or any part of it should be given.
 4. In this column there should be inserted the amount or rate per cent of the commission, allowance or discount (if any) paid or made either directly or indirectly by the company to any person in consideration of his subscribing or agreeing to subscribe, whether or conditionally, or procuring or agreeing to procure subscriptions, whether absolute or conditional for any of the debentures included in this return. The rate of interest payable under the terms of the debentures should not be entered.
 5. A certified copy of the instrument creating the charge, together with this form must be delivered to the Registrar of Companies within 21 days after the date of the creation of the mortgage or charge. Certified copies of any other documents relevant to the charge should also be delivered.
 6. A copy instrument should be verified or certified to be a true copy under the seal of the Company or under the hand of some person interested therein otherwise than on behalf of the Company (Regulation 6 of the Companies (Forms) Regulations 1979, SI 1979/1547 refers).



CERTIFICATE OF THE REGISTRATION OF A CHARGE

I hereby certify that a charge created on the **20 January 1981**
by **FLORENCE CLOTHIERS (SCOTLAND) LIMITED**
in favour of **The Royal Bank of Scotland Limited**
for securing **all sums due or to become due**

was registered pursuant to section 106A of the Companies Act, 1948, on
the **5 February 1981**

Given under my hand at Edinburgh the **11 February 1981**

No. **71477/7**

Certificate and instrument received by

Registrar of Companies

Date

(A)

Memorandum of complete satisfaction of a registered mortgage or charge

Pursuant to Section 106F of
THE COMPANIES ACT 1948 (note 1)

49

(Scot.)

Please do
not write in
this binding
margin

Please
complete
legibly,
preferably in
block type or
bold black
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* delete if
inappropriate

* A descrip-
tion of the
instrument
creating or
evidencing
the charge
eg "Mortgage"
"Charge"
"Debenture"
etc with
the date
thereof
should be
given. If
the registered
charge was
a "Series of
Debentures"
the words
"authorised
by
resolution"
together
with the
date of the
resolution
should be
added

For official use

Company Number

- 10

71477

Name of Company

FLORENCE CLOTHIERS (SCOTLAND)

Limited*

The above-named company hereby gives notice that the registered charge being a Bond and

Floating Charge dated 26 November 19 80 secured on property the whole
property and undertaking of the Company

of which particulars were registered with the Registrar of Companies on 8 December
19 80 was wholly satisfied on 20 May 19 81 the debt for which the charge was given
having been paid or satisfied.

In witness whereof the common seal of the company was hereto affixed the

day of 20/7 1981

Signed:

M. J. Florence

Directors

L. H. FlorenceL. H. Florence

Secretary

Seal of company

Presenter's name, address, telephone
number and reference: (if any)
Law Department (Ref G/M/44)
The Royal Bank of Scotland
Limited
42 St. Andrew Square
EDINBURGH EH2 2YE
Tel: 031 556 8555 Ext. 2385
Time Critical reference

For official use
Mortgage section

Post room



05581

Declaration on behalf of company verifying memorandum of satisfaction
of a registered charge

Name of Company

FLORENCE CLOTHIERS (SCOTLAND)

Limited*

We MORRIS VICTOR FLORENCE

of 152-156 HOWARD ST

GLASGOW G1

a director of the above-named company

and LEILA MARGARET FLORENCE

152/156 HOWARD STREET

GLASGOW G1.

the secretary thereof

do solemnly and sincerely declare that the particulars contained in the Memorandum of Satisfaction annexed hereto are true to the best of our knowledge, information and belief. And we make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act, 1835.

Declared at GLASGOW

the 3rd day of DECEMBER
one thousand and nine hundred and eighty one
before me Graham W Philip

Notary Public
Glasgow

Notary Public (note 2)

X W. H. Cochrane

X L. H. Glaene

Declaration on behalf of creditor verifying memorandum of satisfaction of a

1, ANGUS JAMES MURRAY MAIR, Assistant Law Secretary, The Royal Bank of Scotland
Limited, 42 St Andrew Square, Edinburgh, do solemnly and sincerely
declare that the particulars contained in the Memorandum of Satisfaction annexed hereto are true
to the best of my knowledge, information and belief. And I make this solemn Declaration
conscientiously believing the same to be true and by virtue of the provisions of the Statutory
Declarations Act, 1835.

Declared at EDINBURGH

the EIGHTH day of DECEMBER
one thousand nine hundred and EIGHTY-ONE
before me W. H. Cochrane

Notary Public (note 2)

Notes

1. Section 106F was originally inserted into the Companies Act 1948 by the Companies (Floating Charges) (Scotland) Act, 1961, and subsequently amended by the Companies (Floating Charges & Receivers) (Scotland) Act 1972.
2. or Commissioner for Oaths or Justice of the Peace.
3. This declaration MUST be made in the case of a floating charge by the creditor entitled to the benefit of the charge or by a person authorised to certify the Memorandum on behalf of the creditor.

M

Particulars of a mortgage or charge created by a company registered in Scotland

Pursuant to Section 106A
of the COMPANIES ACT 1948 (note 1)

47

(Scot.)

Please do not
write in this
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For official use

Company Number

Name of Company

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71477

Please
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inappropri
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FLORENCE CLOTHIERS (SCOTLAND) LIMITED ✓
Limited*

Particulars of a mortgage or charge created by the above-named company

Date and description of the instrument creating or evidencing the mortgage or charge (note 2)

27 MAY 1982 FLOATING CHARGE DEBENTURE
--

Amount secured by the mortgage or charge

<p><i>amount due on the balance sheet</i></p> <p>All liabilities of the company present and future actual or contingent to National Westminster Bank PLC.</p>

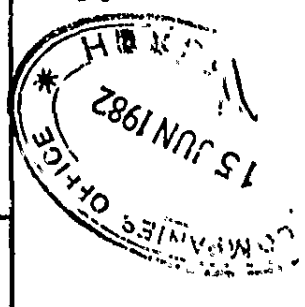
Presenter's name, address, telephone number and reference (if any)

NATIONAL WESTMINSTER BANK.

202 212 302

For official use
Mortgage Section

Post room



Time Critical reference

A

Short particulars of all the property mortgaged or charged (For statement as to restriction on power to grant further securities or ranking provisions see note 3)

Please do not write in this binding margin

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

A Floating Charge over the whole of the property which may from time to time while this security is in force be comprised in the property and undertaking of the Company; Provided and Declaring Always that the Floating charge hereby created shall except as may otherwise be previously agreed in writing by the Bank and subject to Sub-section (2) of Section 5 of the Companies (Floating Charges and Receivers) (Scotland) Act 1972 as the same shall from time to time be amended or re-enacted (which Act as so amended or re-enacted is hereinafter referred to as "the Act") rank in priority to any fixed security within the meaning of Sub-section (1) of Section 31 of the Act (other than a fixed security in favour of the Bank) which shall have been or may after the execution hereof be created by the Company and to any other floating charge which shall have been or may be so created.

Names, addresses and descriptions of the mortgagees or persons entitled to charge

National Westminster Bank PLC

41 Lothbury

London EC2

Particulars as to commission, allowance or discount (note 4)

Signed [Signature] Banking Office Date 15 June 1982

Designation of position in relation to the company Agent

Notes

1. Section 106A was originally inserted into the Companies Act 1948 by the Companies (Floating Charges) (Scotland) Act, 1961, and subsequently amended by the Companies (Floating Charges & Receivers) (Scotland) Act 1972.
2. A description of the instrument eg, "Trust Deed", "Debenture", etc, as the case may be, should be given. In the case of an instrument recorded in the General Register of Sasines the date of recording should be given.
3. In the case of a floating charge a statement 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) 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 which is the subject of the floating charge or any part of it should be given.
4. In this column there should be inserted the amount or rate per cent of the commission, allowance or discount (if any) paid or made either directly or indirectly by the company to any person in consideration of his subscribing or agreeing to subscribe, whether or conditionally, or procuring or agreeing to procure subscriptions, whether absolute or conditional for any of the debentures included in this return. The rate of interest payable under the terms of the debentures should not be entered.
5. A certified copy of the instrument creating the charge, together with this form must be delivered to the Registrar of Companies within 21 days after the date of the creation of the mortgage or charge. Certified copies of any other documents relevant to the charge should also be delivered.
6. A copy instrument should be verified or certified to be a true copy under the seal of the Company or under the hand of some person interested therein otherwise than on behalf of the Company (Regulation 6 of the Companies (Forms) Regulations 1979, SI 1979/1547 refers).



CERTIFICATE OF THE REGISTRATION OF A CHARGE

I hereby certify that a charge created on the **27 May 1982**
by **FLORENCE CLOTHIERS (SCOTLAND) LIMITED**
in favour of **National Westminster Bank PLC**
for securing **all sums due or to become due**

was registered pursuant to section 106A of the Companies Act, 1948, on
the **15 June 1982**

Given under my hand at Edinburgh the **21 June 1982**

No. **71477/11**

Registrar of Companies

Certificate and instrument received by

Date

(A)

**Particulars of a mortgage or charge created
by a company registered in Scotland**Pursuant to Section 106A
of the COMPANIES ACT 1948 (note 1)**47**
(Scot.)Please do not
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For official use

Company Number

116

71477

Name of Company

Florence Clothiers (Scotland)

Limited*

Please
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legibly,
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in black
type, or
bold
black
lettering*delete
if
inappropri
ate

Particulars of a mortgage or charge created by the above-named company

Date and description of the instrument creating or evidencing the mortgage or charge (note 2)

Standard Security dated 14th March 1983 in favour of National Westminster
Bank plc recorded 31st March 1983.

Amount secured by the mortgage or charge

All sums due and that may become due

Presenter's name, address, telephone number and
reference (if any)A.J. & A. Graham,
198 West George Street,
GLASGOW
G2 2PB.
041-332-2441

L/5/ F.245.

Time Critical reference

For official use
Mortgage Section

Post room

11 MAR 83
117

Short particulars of all the property mortgaged or charged (For statement as to restriction on power to grant further securities or ranking provisions see note 3)

Please do not write in this binding margin

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

Ground floor shop premises situated at 439 Duke Street, Glasgow

Names, addresses and descriptions of the mortgagees or persons entitled to charge

National Westminster Bank plc PLC

Particulars as to commission, allowance or discount (note 4)

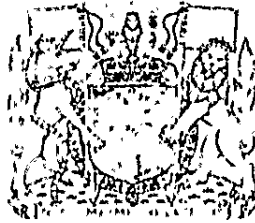
None

Signed [Signature] Date 7th April, 1981

Designation of position in relation to the company Solicitors

Notes

1. Section 106A was originally inserted into the Companies Act 1948 by the Companies (Floating Charges) (Scotland) Act, 1961, and subsequently amended by the Companies (Floating Charges & Receivers) (Scotland) Act 1972.
2. A description of the instrument eg, "Trust Deed", "Debenture", etc, as the case may be, should be given. In the case of an instrument recorded in the General Register of Sasines the date of recording should be given.
3. In the case of a floating charge a statement 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) 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 which is the subject of the floating charge or any part of it should be given.
4. In this column there should be inserted the amount or rate per cent of the commission, allowance or discount (if any) paid or made either directly or indirectly by the company to any person in consideration of his subscribing or agreeing to subscribe, whether or conditionally, or procuring or agreeing to procure subscriptions, whether absolute or conditional for any of the debentures included in this return. The rate of interest payable under the terms of the debentures should not be entered.
5. A certified copy of the instrument creating the charge, together with this form must be delivered to the Registrar of Companies within 21 days after the date of the creation of the mortgage or charge. Certified copies of any other documents relevant to the charge should also be delivered.
6. A copy instrument should be verified or certified to be a true copy under the seal of the Company or under the hand of some person interested therein otherwise than on behalf of the Company (Regulation 6 of the Companies (Forms) Regulations 1979, SI 1979/1547 refers).



CERTIFICATE OF THE REGISTRATION OF A CHARGE

I hereby certify that a charge created on the **31 March 1983**
by **FLORENCE CLOTHIERS (SCOTLAND) LIMITED**
in favour of **National Westminster Bank PLC**
for securing **all sums due or to become due**

was registered pursuant to section 106A of the Companies Act, 1948, on
the **11 April 1983**

Given under my hand at Edinburgh the **20 April 1983**

No. **71477/16**

Registrar of Companies

Certificate and instrument received by

Date

(A)

M

Memorandum of complete satisfaction of a registered mortgage or charge

Pursuant to Section 106F of
THE COMPANIES ACT 1948 (note 1)

49

(Scot.)

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legibly,
preferably in
black type or
bold black
lettering

* delete if
inappropriate

A descrip-
tion of the
instrument
creating or
evidencing
the charge
eg "Mortgage"
"Charge"
"Debenture"
etc with
the date
thereof
should be
given. If
the registered
charge was
a "Series of
Debentures"
the words
"authorised
by
resolution"
together
with the
date of the
resolution
should be
added

For official use

Company Number

17

71477

Name of Company

FLORENCE CLOTHIERS (SCOTLAND)

Limited*

The above-named company hereby gives notice that the registered charge being Bond and
Floating Charge dated 20 January 1981 secured on property the whole
property and undertaking of the Company

of which particulars were registered with the Registrar of Companies on 5 February
1981 was wholly satisfied on 7 April 1982 the debt for which the charge was given
having been paid or satisfied.

In witness whereof the common seal of the company was hereto affixed the Third
day of May 1983

Signed:

M. Florence

Directors

D. H. Florence

Secretary

Seal of company

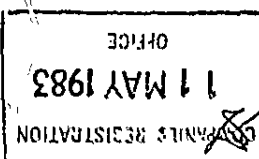
Presenter's name, address, telephone
number and reference: (if any)

Law Department
The Royal Bank of Scotland plc
42 St Andrew Square
Edinburgh EH2 2YE
Ref: LAW/B/ADW/A
Tel: 031 556 8555 Ext 2383

Time Critical reference

For official use
Mortgage section

Post room



**Declaration on behalf of company verifying memorandum of satisfaction
of a registered charge**

Name of Company

FLORENCE CLOTHIERS (SCOTLAND) -----

----- Limited*

Please do not write in this binding margin

* We MORRIS VICTOR FLORENCE
of 18 DUNURE DR GLASGOW G77
a director of the above-named company

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

and MRS. LEILA MILDRED FLORENCE
18 DUNURE DR. GLASGOW G77
the secretary thereof

*delete if inappropriate

do solemnly and sincerely declare that the particulars contained in the Memorandum of Satisfaction annexed hereto are true to the best of our knowledge, information and belief. And we make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act, 1835.

Declared at Glasgow
the Ind day of May
one thousand and nine hundred and eighty three
before me Graham W Phillips

M. V. Florence

L. M. Florence

Notary Public (note 2), Glasgow

Declaration on behalf of creditor verifying memorandum of satisfaction of a

^{registered charge (note 3)}
I, KENNEDY CAMPBELL FOSTER, Assistant Law Secretary, The Royal Bank
of Scotland plc, 42 St Andrew Square, Edinburgh, do solemnly and sincerely
declare that the particulars contained in the Memorandum of Satisfaction annexed hereto are true
to the best of my knowledge, information and belief. And I make this solemn Declaration
conscientiously believing the same to be true and by virtue of the provisions of the Statutory
Declarations Act, 1835.

Declared at EDINBURGH
the Sixth day of May
one thousand nine hundred and Eighty Three
before me David J. Arnold

K. C. Foster

Notary Public (note 2) *Notary Public*

Notes

1. Section 106F was originally inserted into the Companies Act 1948 by the Companies (Floating Charges) (Scotland) Act, 1961, and subsequently amended by the Companies (Floating Charges & Receivers) (Scotland) Act 1972.
2. or Commissioner for Oaths or Justice of the Peace.
3. This declaration MUST be made in the case of a floating charge by the creditor entitled to the benefit of the charge or by a person authorised to certify the Memorandum on behalf of the creditor.

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

003986

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

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71477

Name of company

* FLORENCE CLOTHIERS (SCOTLAND) LIMITED

* insert full name
of company

Date of creation of the charge (note 1)

23rd March 1989

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

STANDARD SECURITY

Amount secured by the charge

All sums due and that may become due by the Company
to the Chargee

Names and addresses of the persons entitled to the charge

National Westminster Bank PLC
41 Lothbury, London EC2P 2BP

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

Bishop and Robertson Chalmers
22 Ainslie Place,
Edinburgh EH3 6AJ

Tel: 031-220-3355
Ref: IHT/km/NA695801

For Official Use
Charges Section



Post room

Short particulars of all the property charged.

Please do not
write in
this margin

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

Lease between Electricity Supply Nominees Limited and Florence Clothiers (Scotland) Limited dated 7 February 1988 and 7 February 1989 and recorded GRS (Ayr) 23 March 1989 of retail shop unit known as Unit 19, The Kyle Centre, High Street, Ayr

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 B. J. de la Torre Date 7/4/89

On behalf of [company]~~charge~~t

Notes

† delete as appropriate

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
102 George Street
Edinburgh EH2 3DJ



CERTIFICATE OF THE REGISTRATION OF A CHARGE

Company Number

71477

I hereby certify that a charge created by

FLORENCE CLOTHIERS (SCOTLAND) LIMITED

on

23 March 1989

for securing

all sums due or to become due

in favour of

National Westminster Bank PLC

**was delivered pursuant to section 410 of the Companies Act,
1985, on**

7 April 1989

Signed at Edinburgh

13 April 1989

J Henderson

J Henderson
Registrar of Companies

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

010234

Please complete
legibly, preferably
in black type, or
bold block letteringTo the Registrar of Companies
(Address overleaf - Note 5)

For official use

Company number

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71477

Name of company

* FLORENCE CLOTHIERS (SCOTLAND) LIMITED

* Insert full name
of company

Date of creation of the charge (note 1)

Dated 30th June 1989 and registered in the Land Register 28th August 1989

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

Standard Security

Amount secured by the charge

all sums of money due and that may become due together with all costs,
charges, expenses and interest

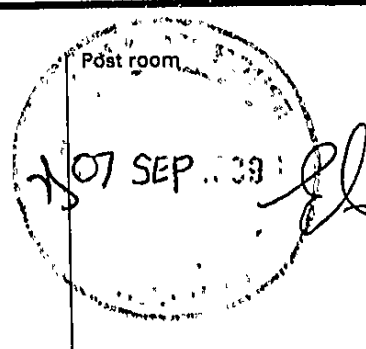
Names and addresses of the persons entitled to the charge

National Westminster Bank PLC

41 Lothbury, London EC2P 2BP

Presentor's name address telephone
number and reference (if any):Bishop and Robertson Chalmers
Solicitors
2 Blythswood Square
GlasgowFor official Use
Charges Section

Post room



Short particulars of all the property charged.

Please do not
write in
this margin

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

interest in Sub-Underlease between Ratners (Jewellers) plc and Holland & Barratt (Franchising) Limited dated 7th November 1986 and 8th January 1987 and registered in the Books of Council and Session on 3rd February 1987 and registered in the Land Register under Title Number LAN 30556 of the ground floor shop known as Unit 17a, 43a The Plaza, East Kilbride extending to 1,642 square feet or thereby

Statement, in the case of a floating charge, as to any restrictions on power to grant further securities and any ranking provision (note 2)

Not applicable

Particulars as to commission, allowance or discount paid (see section 413(3))

None

Signed *[Signature]* Date 5th September 1989
On behalf of [company][chargee]† Agents for Company and 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. The address of the Registrar of Companies is:-
Companies Registration Office
102 George Street
Edinburgh EH2 3DJ



CERTIFICATE OF THE REGISTRATION OF A CHARGE

Company Number

71477

I hereby certify that a charge created by

FLORENCE CLOTHIERS (SCOTLAND) LIMITED

on

28 August 1989

for securing

all sums due or to become due

in favour of

National Westminster Bank PLC

**was delivered pursuant to section 410 of the Companies Act,
1985, on**

7 September 1989

Signed at Edinburgh

14 September 1989

A handwritten signature in dark ink, appearing to read "Michael Inglis".

Registrar of Companies