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COMPANIES FORM No. 410(Scot)

Particulars of a charge created by a company registered in Scotland

410

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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 5)

For official use

Company number

[] [] [] 3 []

SC80212

Name of Company

* CAIRD TRADING LIMITED ("the Company")

* insert full name
of company

Date of creation of the charge (note 1)

22 October 1997

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

Floating Charge ("the Floating Charge")

Amount secured by the charge

All sums and obligations already due or which may after the date of
execution of the Floating Charge become due from time to time in any manner
of way whatsoever by the Company to the Bank (as hereinafter defined)

Names and addresses of the persons entitled to charge

Barclays Bank plc, 54 Lombard Street, London ("the Bank")

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

McGrigor Donald
Erskine House
68-73 Queen Street
EDINBURGH
EH2 4NF

For official use
Charges SectionSCT *S0T0612U* 249
COMPANIES HOUSE 11/11/97

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

The whole of the property which is, or may be from time to time while the Floating Charge is in force, comprised in the Company's property and undertaking including uncalled capital for the time being.

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

(One) except as otherwise provided in the Floating Charge or as may be otherwise agreed in writing by the Bank, the Floating Charge shall rank in priority to any fixed security as defined in the Insolvency Act 1986 or any statutory amendment or re-enactment thereof for the time being in force and any other floating charge, being a fixed security or floating charge which shall have been granted by the Company after the execution of the Floating Charge; (Two) without the previous consent in writing of the Bank the Company shall not be entitled or at liberty to create or grant any such fixed security or floating charge or any other security, mortgage or charge affecting the Company's assets or any part thereof, heritable, immovable or movable; (Three) any such fixed security already subsisting in favour of the Bank or which may at any time after the execution of the Floating Charge be granted by the Company in favour of the Bank shall rank in priority to the Floating Charge; (Four) any floating charge or fixed security granted or purported to be granted in favour of a person other than the Bank and to which the prior written consent of the Bank is required under (Two) above shall, if granted without such consent, rank after and be postponed to the Floating Charge.

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

None

Signed M. Günter Donald
On behalf of company [chargee]

Date 10/11/97

On behalf of [company][chargee] r

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.)

† delete as appropriate

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 80212

I hereby certify that a charge created by

CAIRD TRADING LIMITED

on 22 OCTOBER 1997

for securing ALL SUMS DUE, OR TO BECOME DUE

in favour of BARCLAYS BANK PLC

was delivered pursuant to section 410 of the Companies Act, 1985,
on 11 NOVEMBER 1997

Signed at Edinburgh
12 NOVEMBER 1997

D. Brooks
For Registrar of Companies



C O M P A N I E S H O U S E