

16-06-95

VI

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

466

Pursuant to section 410 and 455 of the Companies Act 1985

To the Registrar of Companies
(Address overleaf - Note 5)

For official use

Company number

116

107209

Name of company

ADNASCO MARKETING LIMITED

Date of creation of the charge (note 1)

27th July 1994

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

KELLOGG LIMITED

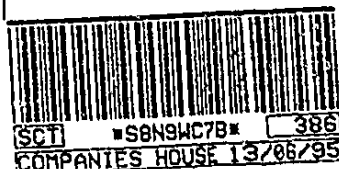
Short particulars of all the property charged

The whole of the assets and property (including uncalled capital and all book and other debts to which the Company are now or shall at any time hereafter become entitled) which are or may be from time to time while this charge is in force comprised in the Company's property and undertaking.

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

For official Use
Charges Section

Post room



16-06-95

The Governor and Company of the Bank of Scotland ("The Bank")
The Mound, Edinburgh, EH1 1YZ
Bellock Limited, Abbey Gardens, 4 Abbey Street, Reading, Berks, RG1 3BA
("The Factor")

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

AGENTS MARKETING LIMITED of 27 Humphrey Street, Inverness ("The Company")
Highlands and Islands Enterprise of Bridge Street, Inverness IV1 1D
Ross and Company Enterprise Limited, 68 High Street, Inverness
Witness my hand and seal this 10th day of June 1995 (RAC).

Date(s) of execution of the instrument of alteration

12. 4. 1995
28. 4. 1995
4. 5. 1995
9. 5. 1995
23. 5. 1995

statement of the provisions, if any, imposed by the instrument of alteration prohibiting or restricting the
ration by the company of any fixed security or any other floating charge having, priority over, or ranking
in par with the floating charge.

Particulars of any property released from the floating charge

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

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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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Notwithstanding the terms of the Securities, the respective dates of their creation or of their registration, the Securities shall rank in the following order of priority, (FIRST) the Bond and Floating Charge in favour of the Factors (but only quoad the book and other debts to which the Company is or shall at any time in the future become entitled) in respect of all sums secured thereby together with interest thereon and the costs, charges and expenses of the Factors in relation thereto, (SECOND) the Bond and Floating Charge in favour of the Bank in respect of all sums secured thereby together with interest thereon and the costs, charges and expenses of the Bank in relation thereto, and (THIRD) the Bond and Floating Charge in favour of the Factors in respect of all sums secured thereby (together with interest thereon and the costs, charges and expenses of the Factors in relation thereto) which are not recovered by the Factors in terms of the foregoing priority in their favour.

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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

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legibly, preferably
in black type, or
bold block lettering

Signed  Date 9.6.1995

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

1 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, 102 George Street, Edinburgh EH2 3DJ

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FILE COPY



CERTIFICATE OF THE REGISTRATION OF AN ALTERATION TO A FLOATING CHARGE

Company number 107209

I hereby certify that particulars of an instrument of alteration dated
23 MAY 1995

was delivered pursuant to section 410 of the Companies Act, 1985,
on 13 JUNE 1995.

The instrument relates to a charge created on 27 JULY 1994

by AQUASCOT MARKETING LIMITED

in favour of KELLOCK LIMITED

for securing ALL SUMS DUE, OR TO BECOME DUE

Signed at Edinburgh
15 JUNE 1995

Stuart S. Smith
For Registrar of Companies



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