

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

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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SC118669

Name of company

* Wellbuy Limited

* insert full name
of company

Date of creation of the charge (note 1)

30th October 1989

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

Bond and Floating Charge

Amount secured by the charge

"all monies which now are or which at any time or times hereafter may
become due or may ^{be} accruing due".

Names and addresses of the persons entitled to the charge

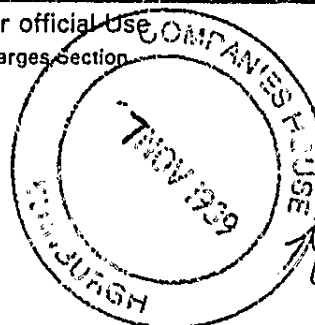
The Governor and Company of the Bank of Scotland incorporated by Act
of Parliament.

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

Bell & Scott, W.S.,
16 Hill Street
Edinburgh
EH2 3LD
REF: T291-2/W/SMC
031 226 6703

For official use
Charges Section

Post room



"the whole of the property (including uncalled capital) which is or may be from time to time while this instrument is in force comprised in our property and undertaking".

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this margin

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legibly, preferably
in black type, or
bold block letters

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

"prohibited from creating subsequent to the date hereof any fixed security or any other floating charge....having priority over or ranking pari passu with the floating charge hereby created excepting any fixed security which may subsequent to the date of these presents be granted by us in favour of the Bank which shall have priority over the floating charge hereby created."

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

N/A

Signed [Signature] Date 16.11.89

On behalf of [XXXXXX] [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.)

† 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

118669

I hereby certify that a charge created by

WELLBUY LIMITED

on

30 October 1989

for securing

all sums due or to become due

in favour of

the Governor and Company of the Bank of Scotland

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

17 November 1989

Signed at Edinburgh

23 November 1989

 **Registrar of Companies**

M

COMPANIES FORM No. 410(Scot)

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bold block letteringTo the Registrar of Companies
(Address overleaf - Note 5)

For official use

Company number

[] [] [] []

SC118669

Name of company

* Wellbuy Limited

* insert full name
of company

Date of creation of the charge (note 1)

13th November 1989

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

Standard Security

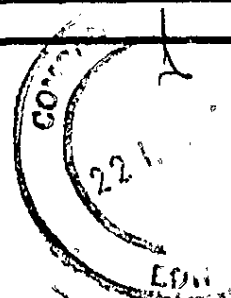
Amount secured by the charge

"all sums due and that may become due"

Names and addresses of the persons entitled to the charge

The Governor and Company of the Bank of Scotland incorporated by Act
of Parliament.Presentor's name address telephone
number and reference (if any):Bell & Scott, W.S.,
16 Hill Street
Edinburgh, EH2 3LD
REF: T291-2/W/SMC
031 226 6703For official Use
Charges Section

Post room



Short particulars of all the property charged.

Please do not
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Please complete
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bold block lettering

12-16 South Learmonth Gardens, Edinburgh, known as
'The Gordon Bruce Hotel'.

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))

Signed

John Scott

Date 20.11.89

On behalf of [company] [chargee]†

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

118669

I hereby certify that a charge created by

WELLBUY LIMITED

on

13 November 1989

for securing

all sums due or to become due

in favour of

the Governor and Company of the Bank of Scotland

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

22 November 1989

Signed at Edinburgh

28 November 1989

J Henderson

Registrar of Companies

M

410

**Particulars of a charge created
by a company registered in Scotland**

Please do not
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Pursuant to section 410 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

[] [] [] [] [] []

SC118669

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

Name of company

* WELLBUY LIMITED

* insert full name
of company

Date of creation of the charge (note 1)

30th October 1989

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

Bond and Floating Charge

Amount secured by the charge

All sums due or to become due

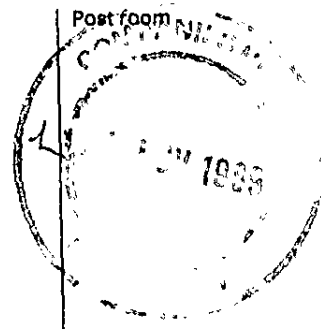
Names and addresses of the persons entitled to the charge

The Governor and Company of the Bank of Scotland, incorporated by Act of
Parliament and having their Head Office at The Mound, Edinburgh.

Presentor's name address telephone
number and reference (if any):
The Governor and Company of
The Bank of Scotland
Law Department, Uberior
House, 61 Grassmarket,
Edinburgh EH1 2JF
Telephone: 031.243.
Our Ref:

For official Use
Charges Section

Post room



Short particulars of all the property charged.

Please do not
write in
this margin

The whole assets of the Company

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

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

The Instrument contains a clause prohibiting the creation of any fixed security as defined by the Companies Act 1985, having priority over or ranking equally with this Floating Charge.

Excepting from this prohibition any fixed security which may subsequent to the date of the Bond and Floating Charge be granted by the Company in favour of the Bank which shall have priority over the Floating Charge hereby created.

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

Signed M. Noble Date 20/11/89

On behalf of [company][chargee]† Bank of Scotland

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.



CERTIFICATE OF THE REGISTRATION OF A CHARGE

Company Number

118669

I hereby certify that a charge created by

WELLBUY LIMITED

on

30 October 1989

for securing

all sums due or to become due

in favour of

the Governor and Company of the Bank of Scotland

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

20 November 1989

Signed at Edinburgh

23 November 1989

Registrar of Companies