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COMPANIES FORM No. 410(Scot)

Particulars of a charge created by a company registered in Scotland

410

Please do not
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this margin

Pursuant to section 410 of the Companies Act 1985

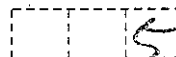
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Please complete
legibly, preferably
in black type, or
bold block lettering

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

For official use

Company number



143852

Name of company

* insert full name
of company

* FENTONCREST LIMITED

Date of creation of the charge (note 1)

30.3.95

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

Bond & Floating Charge

Amount secured by the charge

All sums which may become due in terms of the Loan Stock Instrument dated
30 March 1995.

Names and addresses of the persons entitled to the charge

G B Wishart of 8 Kinnear Road, Edinburgh EH3 5PE and

Timothy Charlesworth of 23a Countess Road, Kentish Town, London NW5

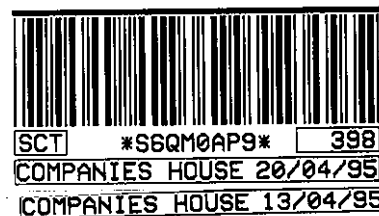
as Trustees for the Noteholders

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

Henderson Boyd Jackson W.S.
19 Ainslie Place
Edinburgh EH3 6AU
DX ED27. Tel: 031 226 6881

For official use
Charges Section

Post room



Short particulars of all the property charged.

The whole of the property which is or may be from time to time compared in the property and undertaking of Fentoncrest Ltd.

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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)

Without prejudice to a deed of waiver in favour of Alex Lawrie Ltd this Charge shall rank in priority to any fixed security which shall be created by us after 30 March 1995 and in priority to any other floating charge.

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

None

Signed Director

Date 11.4.95

On behalf of [company] [chargee]

† delete as
appropriate

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 House
100 - 102 George Street
Edinburgh EH2 3DJ



**CERTIFICATE OF THE REGISTRATION
OF A CHARGE**

Company number 143852

I hereby certify that a charge created by

FENTONCREST LIMITED

on 30 MARCH 1995

for securing ALL SUMS DUE, OR TO BECOME DUE

in favour of

G B WISHART AND T CHARLESWORTH AS TRUSTEES FOR THE
NOTEHOLDERS

was delivered pursuant to section 410 of the Companies Act, 1985,
on 20 APRIL 1995

Signed at Edinburgh
24 APRIL 1995



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

A handwritten signature in black ink, appearing to read 'Sheila Inglis'.

SHEILA INGLIS
For Registrar of Companies

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: SC143852 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
20/04/1995		30/ 3/95 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	G B WISHART AND T CHARLESWORTH AS TRUSTEES FOR THE NOTEHOLDERS

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: SC143852 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						