

**Particulars of a charge created by a
company registered in Scotland****410**

CHA 221

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

For official use

Company number

Name of company

1 1 6

SC135351

*insert full name
of company

Heather Fishing Company Limited ("the Company")

Date of creation of the charge (note 1)

24 December 1996

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

Second Priority Statutory Mortgage ("the Mortgage") executed by the Company in favour
of The Royal Bank of Scotland plc ("the Bank")

Amount secured by the charge

All sums due or to become due from the Company to the Bank by way of principal, interest
and charges on an account current in terms of (i) the Principal Agreement ("the
Agreement") dated 24 December 1996 made between the Company and the Bank and the
Schedules Booklet, Definitions Booklet and General Terms and Conditions (all as defined
in the Agreement) and (ii) the Deed of Covenant dated 24 December 1996 ("the Deed of
Covenant") made between the Company and the Bank supplemental to the Mortgage.

Name and Address of the persons entitled to the charge

The Royal Bank of Scotland plc

Waterhouse Square

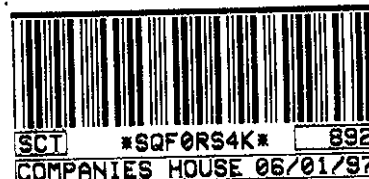
138-142 Holborn

London EC1N 2TH

Presentor's name address telephone
number and reference (if any)
Maclay Murray & Spens
151 St Vincent Street
Glasgow G2 5NJ
Ref: JMC/BRP/108087-0/JMC
Tel: 0141 248 5011

For official use
Charges Section

Post room



Short particulars of all the property charged.

Please do not write in this margin

Sixty-four sixty fourth (64/64th) shares of m.f.v. " BOY JOHN " registered at Inverness with official number 14912

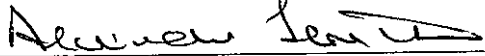
Please complete legibly, preferably in black type, or bold block lettering.

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

N/A

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

N/A

Signed 
On behalf of company

Date 24 December 1996

† 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 of 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
37 Castle Terrace
Edinburgh, EH 1 2EB



**CERTIFICATE OF THE REGISTRATION
OF A CHARGE**

Company number 135351

I hereby certify that a charge created by

HEATHER FISHING COMPANY LIMITED

on 24 DECEMBER 1996

for securing ALL SUMS DUE, OR TO BECOME DUE

in favour of THE ROYAL BANK OF SCOTLAND plc

was delivered pursuant to section 410 of the Companies Act, 1985,
on 6 JANUARY 1997

Signed at Edinburgh
7 JANUARY 1997

R. Graham
For Registrar of Companies



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