

17 - 04 - 96

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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 lettering

To the Registrar of Companies

For official use

Company number

[1][2]

135801

Name of company

* PROCLADD (SCOTLAND) LIMITED

* insert full name
of company

Date of creation of the charge (note 1).

2nd April 1996

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

Floating Charge

Amount secured by the charge

All sums and obligations due or to become due from time to time by the Company to
Clydesdale Bank Public Limited Company.

Names and addresses of the persons entitled to the charge

Clydesdale Bank Public Limited Company, incorporated under the Companies Acts and having
their Registered Office at Thirty Saint Vincent Place, Glasgow, Strathclyde.

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

Clydesdale Bank Public Limited
Company
29 George Street
EDINBURGH

For official Use

Charges Sr



Short particulars of all the property charged.

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

Please do not write in this margin

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 the following provisions:-

(1) Except as herein otherwise provided or as may hereafter be otherwise agreed in writing by the Bank, the floating charge hereby created shall rank in priority to any fixed security as defined in the Companies Act, 1985, or any statutory amendment or re-enactment thereof for the time being in force (which Act as so amended or re-enacted is hereinafter referred to as 'the said Act') and any other floating charge, being a fixed security or floating charge which shall have been created by us after our execution hereof

(2) Without the previous consent in writing of the Bank we 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 our assets or any part thereof, heritable or moveable, or to sell, dispose of or deal with, otherwise than in the ordinary course of our business and for the purpose of carrying on the same, our book or other debts, securities for money or any other part of our assets, heritable or moveable, declaring that the sale or assignation or other disposal of any such debts or securities in connection with the factoring or discounting thereof shall not be deemed to be in the ordinary course of business, and

(3) Any such fixed security already subsisting in favour of the Bank or which may at any time hereafter be granted by us in favour of the Bank shall rank in priority to the floating charge hereby created.

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

NIL

Signed

On behalf of [company] [chargee]†

Date 2nd April 1996

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 Assignation.)

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.

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**CERTIFICATE OF THE REGISTRATION
OF A CHARGE**

Company number 135801

I hereby certify that a charge created by

PROCLADD (SCOTLAND) LIMITED

on 2 APRIL 1996

for securing ALL SUMS DUE, OR TO BECOME DUE

in favour of CLYDESDALE BANK PUBLIC LIMITED COMPANY

was delivered pursuant to section 410 of the Companies Act, 1985,
on 16 APRIL 1996

Signed at Edinburgh
17 APRIL 1996

R. GRAHAM
For Registrar of Companies



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