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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

*
insert full name
of company

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

For official use

Company number

146966

146966

Name of company

* Abledarn Limited

Date of creation of the charge (note 1)

19th December, 1996

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

Standard Security

Amount secured by the charge

All sums due or to become due.

Names and addresses of the persons entitled to the charge

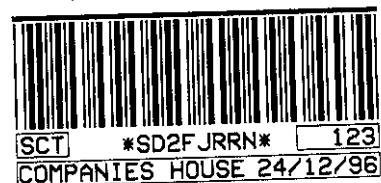
Bass Brewers Limited, 137 High Street, Burton-on-Trent

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

Wright, Johnston &
Mackenzie,
12 St Vincent Place
Glasgow, G1 2EQ

For official Use
Charges Section

Post room



Short particulars of all the property charged.

Please do not
write in
this margin

Colosseum, 60 Brown Street, Dundee

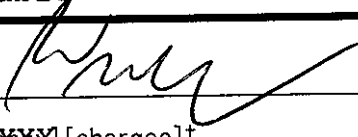
Please complete
legibly, preferably
in black type, or
bold block lettering

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

Not Applicable

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

Not Applicable

Signed  Date 23rd December, 1996

On behalf of ~~[Company]~~ [chargee]†
Solicitors, Glasgow, Agents for Creditors Bass Brewers Limited

† 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 Registration Office,
102 George Street,
Edinburgh EH2 3DJ



**CERTIFICATE OF THE REGISTRATION
OF A CHARGE**

Company number 146966

I hereby certify that a charge created by

ABLEDARN LIMITED

on 19 DECEMBER 1996

for securing ALL SUMS DUE, OR TO BECOME DUE

in favour of BASS BREWERS LIMITED

was delivered pursuant to section 410 of the Companies Act, 1985,
on 24 DECEMBER 1996

Signed at Edinburgh
30 DECEMBER 1996

R. GRAHAM
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: SC146966 CHARGE: 2

(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
24/12/1996		19/12/96 STANDARD SECURITY		ALL SUMS DUE, OR TO BECOME DUE	COLOSSEUM, 60 BROWN STREET, DUNDEE	BASS BREWERS LIMITED

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: SC146966 CHARGE: 2

(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