

02 - 08 - 95

M

COMPANIES FORM No. 410(Scot)

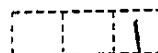
**Particulars of a charge created
by a company registered in Scotland****410***Please do not
write in
this margin*

Pursuant to section 410 of the Companies Act 1985

*Please complete
legibly, preferably
in black type, or
bold block lettering*To the Registrar of Companies
(Address overleaf - Note 5)

For official use

Company number



SC147994

Name of company

** insert full name
of company*

* EPR SCOTLAND LIMITED

("the Company")

Date of creation of the charge (note 1)

18 JULY 1995

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

Bond and Floating Charge (the "Floating Charge")

Amount secured by the charge

sums due or to become

All moneys, liabilities and obligations whatsoever which are now or at any time after the date of execution of the Floating Charge may be due, owing or incurred by the Company to the Bank, actually or contingently, solely or jointly with another, as principal or surety on any account whatsoever, including (without limitation) principal, interest, commission and all banking, legal and other costs, charges and expenses whatsoever, including all such costs, charges and expenses arising from the Bank, perfecting or enforcing or attempting to enforce the Floating Charge or any other security held by the Bank from the Company from time to time (the "Liabilities").

Names and addresses of the persons entitled to the charge

Midland Bank plc whose registered office is at Poultry in the City of
London EC2P 2BX (the "Bank").

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

DJB:MI073747

For official use
Charges Section

Short particulars of all the property charged.

The whole of the property (including uncalled capital) which is or may from time to time while the Floating Charge is in force, be comprised in the property, assets and undertaking of the Company.

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)

1. The Floating Charge shall rank in priority to any fixed security created by the Company after the execution of the Floating Charge (other than a fixed security in favour of the Bank) and to any other Security created by the Company.
2. The Company may not, and will procure that none of its subsidiaries will, without the previous consent in writing of the Bank create or permit to subsist any Security affecting their respective assets or any part thereof; and
3. The Company will not, and will procure that none of its subsidiaries will, without the prior written consent of the Bank sell, factor, discount, assign, lease, hire out, lend, transfer or otherwise dispose of or enter into any agreement under or pursuant to which it may be or become obliged to dispose of any of its assets or undertaking otherwise than in the ordinary course of its trading activities and for (cont. on continuation sheet 1)

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

None

Signed M^c Givior Donald Date 31 JULY 1995
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

02 - 08 - 95

COMPANIES FORM No. 395 (Cont.) AND FORM No. 410 (Scot)(Cont.)

Please do not
write in this
binding margin

Particulars of a mortgage or charge (continued)

Continuation sheet No 1
to Form No 395 and 410 (Scot)

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

Company number

147994

Name of company

EPR SCOTLAND LIMITED

Limited*

*delete if
inappropriate

Description of the instrument creating or evidencing the mortgage or charge (continued) (note 2)

market value on an arms length basis for consideration payable in cash on normal commercial terms where the expression "Security" includes standard security, mortgage, pledge, lien, hypothecation, security interest or other charge or encumbrance of any kind, any assignation in the nature of security with a provision for reassignment or retrocession, any deed of trust or trust arrangement or any other arrangement having or intended to have the affect of constituting a right in security.

02 - 08 - 95

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A CHARGE

Company number 147994

I hereby certify that a charge created by

EPR SCOTLAND LIMITED

on 18 JULY 1995

for securing ALL SUMS DUE, OR TO BECOME DUE

in favour of MIDLAND BANK PLC

was delivered pursuant to section 410 of the Companies Act, 1985,
on 1 AUGUST 1995

Signed at Edinburgh
2 AUGUST 1995

Stuart S. Smith
For Registrar of Companies



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