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

For official use

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Company number

150432

Name of company

OPTICAL EXPRESS (GYLE) LIMITED -----

Date of creation of the charge (note 1)

23rd June 1994

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

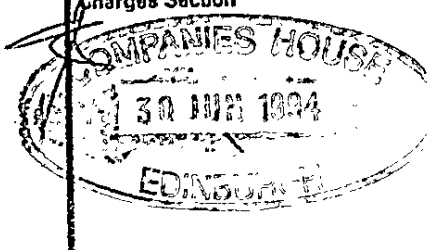
Bond and Floating Charge

Amount secured by the charge

All sums of money that now are or may at any time or times hereafter
be due by the Company to the Bank.

Names and addresses of the persons entitled to the charge

THE ROYAL BANK OF SCOTLAND plc, 36 St Andrew Square, Edinburgh.

Presenter's name address telephone
number and reference (if any):MILLAR & BRYCE LIMITED
5 LOGIE MILL
BEAVERBANK BUSINESS PARK
LOGIE GREEN ROAD
EDINBURGH EH7 4HPFor official Use
Charges Section

Post room

Short particulars of all the property charged.

Please do not
write in
this margin

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

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

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 Company is prohibited from creating any Fixed Security or Floating Charge having priority over or ranking equally with the Floating Charge created in the Bank's favour.

The Floating Charge shall, except as may otherwise be previously agreed in writing by the Bank rank in priority to any fixed security other than a fixed security in favour of the Bank, which shall be created by the Company after the date of the Floating Charge and to any other Floating Charge.

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

Nil

For and on behalf of The Royal Bank of Scotland plc

Signed

[Signature]

Date

On behalf of [company][chargee]†

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 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.

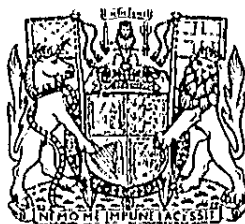
3. A certified copy of the instrument, if any, creating or evidencing the charge, together with this form with the prescribed particulars correctly completed must be delivered to the Registrar of Companies within 21 days after the date of the creation of the charge. In the case of a charge created out 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

FILE COPY



**CERTIFICATE OF THE REGISTRATION
OF A CHARGE**

Company number 150432

I hereby certify that a charge created by

OPTICAL EXPRESS (GYLE) LIMITED

on 23 JUNE 1994

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 30 JUNE 1994

Signed at Edinburgh
1 JULY 1994

Stuart S. Smith
For Registrar of Companies



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