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COMPANIES FORM No. 410(Scot)

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

410

A fee of £10 is payable to Companies House in
respect of each register entry for a mortgage or
charge

CHFP025

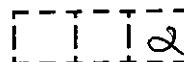
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write in this
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Pursuant to section 410 of the Companies Act 1985

To the Registrar of Companies
(Address overleaf - Note 6)

For official use

Company number



SC196089

Name of company

* BONNYMUIR LIMITED

Date of creation of the charge (note 1)

17 JUNE 1999

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

BOND AND FLOATING CHARGE

Amount secured by the charge

All monies which now are or which at any time or times hereafter may become due or may be accruing due to the Trustee (as defined below) and the Noteholders (as defined in the Instrument of 17 June 1999 constituting the 7% Fixed Rate Secured Guaranteed Loan Notes 2000/2002 of Bonnymuir Limited) from the Company either alone or jointly with any other person or persons, company or companies, on any account or liability, whatsoever and whether in the character of principal debtor or cautioner or guarantor or surety or otherwise.

Names and addresses of the persons entitled to the charge

Abtrust Scotland Investment Company plc ("the Trustee")
10 Queen's Terrace, Aberdeen

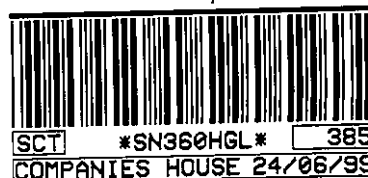
Presenter's name address telephone
number and reference (if any):

McGrigor Donald
Pacific House
70 Wellington Street
Glasgow, G2 6SB
DX 135 - GLASGOW
BONNYMUI.LFD KAD

For official use

Charges Section

Post room



Short particulars of all the property charged.

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

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 Company is prohibited from creating subsequent to the date of creation of the charge any fixed security or any other floating charge having priority over or ranking pari passu with the floating charge hereby created excepting any subsequent fixed security which may be granted by the Company in favour of the Trustee.

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

n/a

A fee of £10 is
payable to
Companies House
in respect of each
register entry for a
mortgage or
charge.
(See Note 5)

Signed McNiger David Date 23.6.99

On behalf of [company] [chargee] †

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. Cheques and Postal Orders are to be made payable to **Companies House**.

6. The address of the Registrar of Companies is:-

Companies House
37 Castle Terrace
Edinburgh EH1 2EB

† delete as
appropriate



**CERTIFICATE OF THE REGISTRATION
OF A CHARGE**

Company number 196089

I hereby certify that a charge created by

BONNYMUIR LIMITED

on 17 JUNE 1999

for securing ALL SUMS DUE, OR TO BECOME DUE

in favour of ABTRUST SCOTLAND INVESTMENT COMPANY plc

was delivered pursuant to section 410 of the Companies Act, 1985,
on 24 JUNE 1999

Signed at Edinburgh
25 JUNE 1999



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



THE OFFICIAL SEAL OF THE
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: SC196089 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
24/06/1999		17/ 6/99 BOND & FLOATING CHARGE		ALL SUMS DUE, OR TO BECOME DUE	UNDERTAKING AND ALL PROPERTY AND ASSETS PRESENT AND FUTURE OF THE COMPANY INCLUDING UNCALLED CAPITAL	ABTRUST SCOTLAND INVESTMENT COMPANY plc

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: SC196089 CHARGE: 2

(8)	(9)	(10)	(11)	(12)		
				Receiver		
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.	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.	Amount or rate per cent of the Commission Allowance or discount	Memoranda of Satisfaction	Name	Date of Appointment	Date of Ceasing to act
COMPANY ARE EXPRESSLY PROHIBITED FROM CREATING SUBSEQUENT FIXED SECURITY HAVING PRIORITY OVER OR RANKING EQUALLY WITH THE FLOATING CHARGE						