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CHWP007

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

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 6)

For official use

Company number

		2
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SC199049

Name of company

* insert full name
of company

* **Bibby Factors Scotland Limited (the "Company")**

Date of creation of the charge (note 1)

18 March 2005

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

Floating Charge (the "Floating Charge")

Amount secured by the charge

**All sums due and that may become due by the Company to the Bank (as defined below)
under the Back to Back Receivables Financing Agreement and payment and
performance by the Company of all sums and obligations which may become due by
the Company to the Bank in any other manner of way.**

**"Back to Back Receivables Financing Agreement" means the receivables financing
agreement pursuant to which certain debts assigned to the Company and certain other
companies as set out therein shall be onward assigned to the Bank pursuant to the
terms thereof.**

Names and addresses of the persons entitled to the charge

Barclays Bank plc (the "Bank")**54 Lombard Street, London**

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

BW2/RBW

**Morton Fraser Solicitors
30 - 31 Queen Street
Edinburgh
EH2 1JX**

For official use

Charges Sec'



Short particulars of all the property charged.

The whole of the property which is or which may be comprised in the Company's property and undertaking including their 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)


Except as agreed by the Bank the Floating Charge shall rank in priority to any fixed security and any other floating charge created by the Company after its execution of the Floating Charge.

The Company shall not be permitted to create or grant any fixed security or floating charge or any other security, mortgage, or charge affecting the Company's assets without the previous consent in writing of the Bank.

Any fixed security already subsisting in favour of the Bank or at any time granted by the Company in favour of Barclays shall rank in priority to the Floating Charge.

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

NIL

Signed  Date 30/5/05
On behalf of ~~[company]~~ [chargee]†

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

† 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. 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

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A CHARGE

Company number 199049

I hereby certify that a charge created by

BIBBY FACTORS SCOTLAND LIMITED

on 18 MARCH 2005

for securing ALL SUMS DUE, OR TO BECOME DUE

in favour of BARCLAYS BANK PLC

was delivered pursuant to section 410 of the Companies Act, 1985,
on 31 MARCH 2005 given at Companies House, Edinburgh
5 APRIL 2005



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



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**