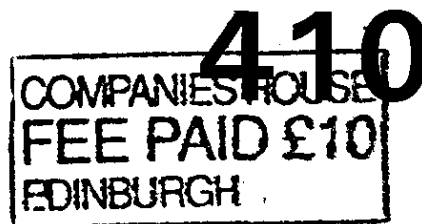


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CHFP000

COMPANIES FORM No. 410 (Scot)

**Particulars of a charge created by a company
registered in Scotland****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 black lettering*To the Registrar of Companies
(Address overleaf - Note 6)Company Number
216019

For official use

** insert full name of
company*

Name of company

*** WALLACE PROPERTY INVESTMENTS LIMITED**

Date of creation of the charge (note 1)

29 March 2001

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

Bond and Floating Charge

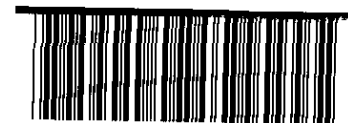
Amount secured by the charge

See Paper Apart 1

Names and addresses of the persons entitled to the charge

**The Royal Bank of Scotland plc
36 St Andrew Square
Edinburgh
EH2 2YB**Presentor's name address telephone
number and reference (if any):**Burness
242 West George Street
Glasgow G2 4QY****Tel: 0141 248 4933**For official use:
Charges Section

Post room

SCT SIWVRZH8 1292
COMPANIES HOUSE 03/04/01

Short particulars of all the property charged.

Please do not write in this margin

See Paper Apart 2

Please complete legibly,
preferably in black type, or
bold black 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)

See Paper Apart 3

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 B. [Signature]

Date: 2.4.01

† delete as
appropriate

On behalf of 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 of 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 or 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 Street, Edinburgh EH1 2EB

**Papers apart relative to Companies House Form No. 410 (Scot) in respect of
WALLACE PROPERTY INVESTMENTS LIMITED**

Registered Number: 216019

In these Papers Apart:-

the Bank means The Royal Bank of Scotland plc, a company incorporated under the Companies Acts with registered number 90312 and having its registered office at 36 St Andrew Square, Edinburgh, EH2 2YB;

the Charge means the bond and floating charge by the Chargor in favour of the Bank dated 29 March 2001;

the Chargor means Wallace Property Investments Limited, a company incorporated under the Companies Acts with registered number 216019 and having its registered office at Phoenix House, Phoenix Crescent, Strathclyde Business Park, Bellshill, ML4 3NJ;

Encumbrance means any mortgage, pledge, lien, charge, assignment by way of security, assignation in security, hypothec, security interest, title retention, preferential right or trust arrangement or any other security agreement or arrangement having the effect of security;

Loan Agreement means the loan agreement between the Chargor and the Bank dated of even date with the execution of the Charge;

Permitted Encumbrance has the meaning given to it in the Loan Agreement;

Secured Assets means the whole of the property (including uncalled capital) which is or may be from time to time while the Charge is in force comprised in the property and undertaking of the Chargor; and

Secured Liabilities means all present and future obligations and liabilities of the Chargor to the Bank, whether actual, contingent, sole, joint and/or several or otherwise, including, without prejudice to the foregoing generality, all obligations to indemnify the Bank.

Paper Apart 1

The amount secured by the Charge is the Secured Liabilities.

Paper Apart 2

The property charged by the Charge is the Secured Assets.

Paper Apart 3

The floating charge created by the Charge shall, subject to Section 464(2) of the Companies Act 1985, rank in priority to any fixed security which shall be created by the Chargor after its execution of the Charge, other than a fixed security in favour of the

Bank and to any other floating charge which shall be created by the Chargor after its execution of the Charge and, subject as aforesaid, no such fixed security or other floating charge shall rank in priority to or equally with the Charge.

Except with the prior written consent of the Bank, the Chargor shall not create, incur, assume or permit to subsist any Encumbrance on all or any part of the Secured Assets except for any Permitted Encumbrance.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A CHARGE

Company number 216019

I hereby certify that a charge created by

WALLACE PROPERTY INVESTMENTS LIMITED

on 29 MARCH 2001

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 3 APRIL 2001

Given at Companies House, Edinburgh
4 APRIL 2001



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



N.B. Searchers may find it desirable to refer to the documents mentioned in column (2) for more detailed particulars

REGISTER

OF

Charges

Alteration to Charges

Memoranda of Satisfaction

AND

Appointments and Cessations

of Receivers

OF

**WALLACE PROPERTY INVESTMENTS
LIMITED**

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: SC216019 CHARGE: 1

| (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 |
|--------------------------------|---|--|--|---|--|---|
| 03/04/2001 | | 29/ 3/01 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 | THE ROYAL BANK OF SCOTLAND 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: SC216019 CHARGE: 1

| (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 |
| COMPANY ARE EXPRESSLY PROHIBITED FROM CREATING SUBSEQUENT FIXED SECURITY HAVING PRIORITY OVER OR RANKING EQUALLY WITH THE FLOATING CHARGE | | | | | | |