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

* insert full name of
company

COMPANIES FORM No. 410 (Scot)

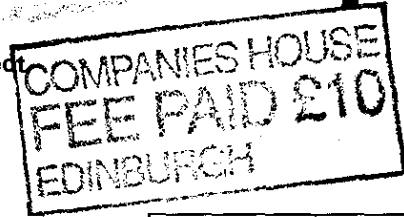
Particulars of a charge created by a company registered in Scotland

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

Pursuant to section 410 of the Companies Act 1985

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

For official use



Company Number
SC222340

410

Name of company

* **TEESLOCH LIMITED ("the Company")**

Date of creation of the charge (note 1)

13 December 2001

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

Bond and Floating Charge ("the Charge")

Amount secured by the charge

See paper apart 1

Names and addresses of the persons entitled to the charge

**Governor and the Company of the Bank of Scotland
Corporate Banking
4th Floor
New Uberior House
11 Earl Grey Street
Edinburgh**

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

**Burness
50 Lothian Road
Festival Square
Edinburgh
EH3 9WJ
CFC/BAN/5/305 341049v1**

For official use:
Charges Section

Post room



Short particulars of all the property charged.

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

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)

See paper apart 2

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



Date: **19 December 2001**

† 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 Terrace, Edinburgh EH1 2EB

Teesloch Limited
Company Number SC222340
Paper Apart 1 relating to Companies Form No. 410(Scot)

Amount Secured by the Charge

All or any monies and liabilities which shall for the time being (and whether on or at any time after demand) be due, owing or incurred in whatsoever manner to The Governor and Company of the Bank of Scotland ("**BoS**") by the Company, whether actually or contingently, solely or jointly and whether as principal or surety and whether or not **BoS** shall have been an original party to the relevant transaction, and including interest, discount, commission and other lawful charges or expenses which **BoS** may in the course of its business charge or incur in respect of any of those matters or for keeping the Company's account, and so that interest shall be computed and compounded according to the usual **BoS** rates and practice as well after as before any demand made or decree obtained under the Charge.

Teesloch Limited
Company Number SC222340
Paper Apart 2 relating to Companies Form No. 410(Scot)

Restrictions on power to grant further securities and any ranking provision

1. The Company is prohibited from granting or creating subsequent to the date of the Charge any fixed security or any other floating charge (as defined by the Companies Act 1985) having priority over or ranking *pari passu* with the Charge, otherwise than in favour of **BoS**;
2. In the event that the Company grants or creates any fixed security or floating charge in breach of the prohibition referred to in point 1 above, the Charge shall rank in priority to that fixed security or floating charge.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A CHARGE

Company number 222340

I hereby certify that a charge created by

TEESLOCH LIMITED

on 13 DECEMBER 2001

for securing ALL SUMS DUE, OR TO BECOME DUE

in favour of

THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND

was delivered pursuant to section 410 of the Companies Act, 1985,
on 21 DECEMBER 2001

Given at Companies House, Edinburgh
24 DECEMBER 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

TEESLOCH 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: SC222340 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
21/12/2001		13/12/01 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 GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND

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: SC222340 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						