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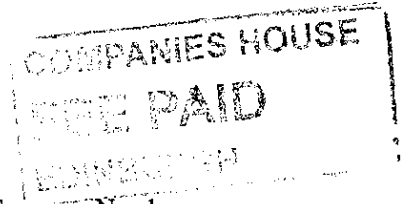
Particulars of a charge created By a company registered in Scotland

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



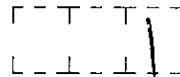
Please complete
Legibly, preferably in
black type, or bold block
lettering

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

For official use

Company Number

SC231439



Name of company

* Xcavo Limited

*insert full name
of company

Date of creation of the charge (note 1)

26 OCTOBER 2004

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

Bond and Floating Charge

Amount secured by the charge

All the Company's liabilities to The Royal Bank of Scotland plc ("the Bank") of any kind and in any currency (whether present or future actual or contingent and whether incurred alone or jointly with another) including banking charges, commission, interest, costs and expenses.

Names and addresses of the persons entitled to the charge

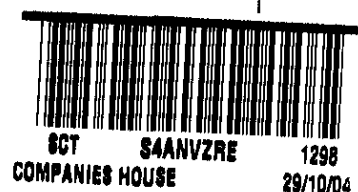
The Royal Bank of Scotland plc
36 St Andrew Square
Edinburgh EH2 2YB

Presentor's name address telephone
Number and reference (if any):
The Royal Bank of Scotland plc
Credit Documentation
DX 551727

Our ref: 621990/CCD/CORP/GSA/ABCP
Telephone: 0131 523 8677

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 security is in force comprised in the property and undertaking of the Company.

Note:- The Bond and Floating Charge (the 'Floating Charge') contains provisions by which the Company undertakes to the Bank that it will:-

- (a) not without the previous written consent of the Bank dispose of any of the Company's heritable, freehold or leasehold property or any estate or interest therein or (other than in the ordinary course of business) any of its other property assets or rights; and
- (b) not without the previous written consent of the Bank grant or accept a renunciation or surrender of any lease or licence of or part with or share possession or occupation of the Company's heritable freehold or leasehold property or any part of it.

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

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Statement, in the case of a floating charge, as to any restrictions on Power to grant further securities and any ranking provisions (note 2)

The Floating Charge provides that:-

- (i) except with the previous written consent of the Bank, the Company will not create or permit to arise any fixed or floating charge or lien (including in each case one which ranks after the Floating Charge as well as one which has priority over or ranks pari passu with the Floating Charge) on any of its undertaking, property, assets or rights, other than in favour of the Bank;
- (ii) unless otherwise agreed in writing by the Bank, the Floating Charge shall, subject to Section 464(2) of the Companies Act 1985 and to the provision referred to in (iii) below, rank in priority to any fixed security or any other floating charge which shall be created by the Company after its execution of the Floating Charge;
- (iii) any fixed security granted by the Company in favour of the Bank either before or after the Company's execution of the Floating Charge shall in all respects rank in priority to the 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



Date

28 October 2004

On behalf of [company][chargee]†

†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 must be signed by an officer of that body.

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

Companies Registration Office
Argyle House, 37 Castle Terrace
Edinburgh EH1



**CERTIFICATE OF THE REGISTRATION
OF A CHARGE**

Company number 231439

I hereby certify that a charge created by

XCAVO LIMITED

on 26 OCTOBER 2004

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 29 OCTOBER 2004 given at Companies House, Edinburgh
1 NOVEMBER 2004



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



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