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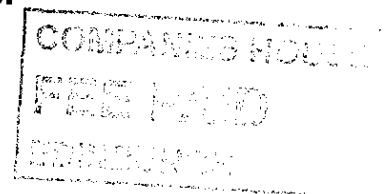
CHWP007

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



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this margin

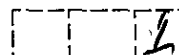
Pursuant to section 410 of the Companies Act 1985

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



SC251900

Name of company

* **ITI Scotland Limited**

* insert full name
of company

Date of creation of the charge (note 1)

17 July 2003

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

Floating Charge

Amount secured by the charge

The aggregate at any time of all monies, liabilities and obligations of whatever nature, actual or contingent, outstanding or otherwise due owing or incurred from the company to Scottish Enterprise including, without prejudice to the foregoing generality, those under or pursuant to the agreement between the company and Scottish Enterprise dated 17th July 2003 as the same may be amended, varied, supplemented or novated from time to time or under or pursuant to this instrument or in each case any refinancing thereof.

Names and addresses of the persons entitled to the charge

Scottish Enterprise**150 Broomielaw, Atlantic Quay, Glasgow****G2 8LU**

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

**Scottish Enterprise
150 Broomielaw
Atlantic Quay
Glasgow G2 8LU DX GW170
L/GTP**

For official use

Charges Section

Post room



Short particulars of all the property charged.

The Charged Assets are all the assets, property and undertaking of the Company whatsoever and wheresoever both present and future including (without limitation):
all heritable property belonging to the Company;
all trade and other fixtures of the Company from time to time;
all plant and machinery now or in the future belonging to the Company;
all book debts and other debts now or in the future due or owing to the Company;
all stocks, shares and other securities now or in the future belonging to the Company together with all dividends and other rights deriving therefrom;
all patents, trade marks, service marks, designs and other intellectual property rights and claims and all fees, royalties and other rights of every kind deriving therefrom now or in the future belonging to the Company;
the Insurances; and
the goodwill and uncalled capital (if any) of the Company.

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

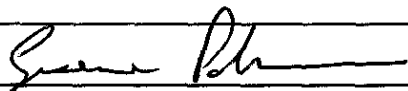
Statement, in the case of a floating charge, as to any restrictions on power to grant further securities and any ranking provision (note 2)

The floating charge hereby created shall, except as may otherwise be agreed in writing by Scottish Enterprise and subject to Section 464(2) of the Companies Act 1985, rank in priority to any fixed security within the meaning of Section 486 of the Companies Act 1985 which shall be created by the Company and to any other floating charge and, except as may otherwise be agreed in writing by Scottish Enterprise, the Company is hereby prohibited from creating subsequent to the subscription of this Instrument by the Company and the Company shall not create subsequent to the subscription of this Instrument by the Company, any fixed security or other floating charge which will rank in priority to or pari passu with or postponed to the floating charge hereby created.

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

None

Signed



Date

18-7-03

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

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

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A CHARGE

Company number 251900

I hereby certify that a charge created by

ITI SCOTLAND LIMITED

on 17 JULY 2003

for securing

ALL SUMS DUE UNDER THE AGREEMENT DATED 17 JULY 2003

in favour of SCOTTISH ENTERPRISE

was delivered pursuant to section 410 of the Companies Act, 1985,
on 24 JULY 2003

Given at Companies House, Edinburgh
25 JULY 2003



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

ITI SCOTLAND 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: SC251900 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 acquisition 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 |
|--------------------------------|---|--|---|---|--|---|
| 24/07/2003 | | 17/ 7/03 FLOATING CHARGE | | ALL SUMS DUE UNDER THE AGREEMENT DATED 17 JULY 2003 | UNDERTAKING AND ALL PROPERTY AND ASSETS PRESENT AND FUTURE OF THE COMPANY INCLUDING UNCALLED CAPITAL | SCOTTISH ENTERPRISE |

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: SC251900 CHARGE: 1

| (8) | (9) | (10) | (11) | (12) | | |
|---|--|---|---------------------------|----------|---------------------|------------------------|
| 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 | 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 | | | | | | |