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COMPANIES FORM No. 410(Scot)

Particulars of a charge created by a company registered in Scotland

A fee of £13 is payable to Companies House in
respect of each register entry for a mortgage or
charge

CHFP025

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write in this
margin

Pursuant to section 410 of the Companies Act 1985

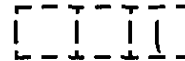


Please complete
legibly, preferably
in black type, or
bold block lettering

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

For official use

Company number



SC287631

Name of company

* MILLER (GRAYSMILL) LIMITED (the "Company")

* insert full name
of company

Date of creation of the charge (note 1)

2 September 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 and obligations already due or which may become due from time to
time in any manner of way whatever by the Company to the Bank (defined
below).

Names and addresses of the persons entitled to the charge

CLYDESDALE BANK PUBLIC LIMITED COMPANY, incorporated under the Companies
Acts and having its registered office at 30 St Vincent Place, Glasgow (the
"Bank")

Presentor's name address telephone
number and reference (if any):
MacLay Murray & Spens
3 Glenfinlas Street
Edinburgh
EH3 6AQ

p:AMXB/CLSW/NAT/47/4 - FC

For official use (10/03)
Charges Section

Post room



SCT SHF9M8H8
COMPANIES HOUSE

0666
07/09/05

Short particulars of all the property charged.

The whole of the property which is, or may be from time to time while the Floating Charge is in force, comprised in the property and undertaking of the Company, including the uncalled capital of the Company for the time being.

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write in
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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)

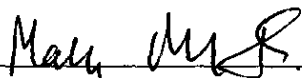
(1) Except as otherwise provided or as may hereafter be otherwise agreed in writing by the Bank, the Floating Charge shall rank in priority to any fixed security as defined in the Companies Act 1985, or any statutory amendment or re-enactment thereof for the time being in force and any other floating charge being a fixed security or floating charge which shall have been created by the Company after execution of the Floating Charge; (2) Without the previous consent in writing of the Bank the Company shall not be entitled or at liberty to create or grant any such fixed security or floating charge or any other security, mortgage or charge affecting the assets of the Company or any part thereof, heritable or moveable, or to sell, dispose of or deal with, otherwise than in the ordinary course of business and for the purpose of carrying on the same, book or other debts, securities for money or any other part of the Company's assets, heritable or moveable, declaring that the sale or assignation or other disposal of any such debts or securities in connection with the factoring or discounting thereof shall not be deemed to be in the ordinary course of business; and 3) Any such fixed security already subsisting in favour of the Bank or which may at any time hereafter be granted by the Company in favour of the Bank shall rank in priority to the Floating Charge.

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

N/A

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

Signed



Date

06/09/05

On behalf of ~~XXXXXXXX~~ [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. A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge. 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
DX 235 Edinburgh or LP - 4 Edinburgh 2

† delete as
appropriate

FILE COPY



**CERTIFICATE OF THE REGISTRATION
OF A CHARGE**

Company number 287631

I hereby certify that a charge created by

MILLER (GRAYSMILL) LIMITED

on 2 SEPTEMBER 2005

for securing ALL SUMS DUE, OR TO BECOME DUE

in favour of CLYDESDALE BANK PUBLIC LIMITED COMPANY

was delivered pursuant to section 410 of the Companies Act, 1985,
on 7 SEPTEMBER 2005 given at Companies House, Edinburgh
9 SEPTEMBER 2005



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



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