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COMPANIES FORM No. 466(Scot)

**Particulars of an instrument of
alteration to a floating charge created
by a company registered in Scotland**

466

Pursuant to section 410 and 466 of the Companies Act 1985

COMPANIES HOUSE
FEE PAID £10
EDINBURGH

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

For official use

Company number

6

SC010939

Name of company

* Robertson of Dumfries Limited

Date of creation of the charge (note 1)

21 August 2000

Description of the instrument creating or evidencing the charge or of any ancillary document which has been altered (note 1)

Bond and Floating Charge

Names of the persons entitled to the charge

Z Hinchliffe & Sons Limited (Registered Number 78708) having its
Registered Office at Hartcliffe Mills, Denby Dale, Huddersfield,
Yorkshire, HD8 8QL

Short particulars of all the property charged

The whole of the property, assets and undertaking, including uncalled
capital, from time to time of the Company

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

McClure Naismith
292 St. Vincent Street
Glasgow G2 5TQ
0141 204 2700
DX GW64 Glasgow

TWA/PG/3723.4

For official use

Charges Section

Post room
SCT SBK3AU71 1498
COMPANIES HOUSE 25/09/00

Please do not
write in
this margin

Robertson of Dumfries Limited, having its Registered Office at Bell
Vue Street, Dumfries, DG1 3EL; Z Hinchliffe & Sons Limited, having its
Registered Office at Hartcliffe Mills, Denby Dale, Huddersfield,
Yorkshire, HD8 8QL; Elba International S.p.A, having its principal
place of business at Viale Roma 7, 13051, Biella, Italy

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

Date(s) of execution of the instrument of alteration

5 and 12 September 2000

A statement of the provisions, if any, imposed by the instrument of alteration prohibiting or restricting the
creation by the company of any fixed security or any other floating charge having, priority over, or ranking
pari passu with the floating charge

Any present or future Standard Security, Floating Charge or other
Charge granted by the Company (other than the security documents as
hereinafter defined) to any of the parties executing the Ranking
Agreement shall not (unless otherwise agreed in writing between the
parties) prejudice the ranking provisions set out on page 3
notwithstanding any provision contained in any of the security
documents or any future Standard Security or Floating Charge or other
Charge or any rule of law to the contrary

Short particulars of any property released from the floating charge

N/A

The amount, if any, by which the amount secured by the floating charge has been increased

N/A

The security documents shall, to the extent that they relate to the same property, rank in the following order of priority:- (a) first Z Hinchliffe & Sons Limited's fixed Charge over Saughtree Factory, Bell Vue Street, Dumfries, executed on 21 August 2000 and recorded in the General Register of Sasines for the County of Dumfries on 13 September 2000, (b) second Z Hinchliffe & Sons Limited's Floating Charge, created on 21 August 2000, (c) third Elba International SpA's Floating Charges granted by Robertson of Dumfries Limited on 23 February 1996 and 10 July 1997. The ranking provisions set out above shall apply irrespective of the date of execution, recording, registration and intimation of the Charges referred to above ("the Security Documents") any provisions to the contrary in any of the security documents or any instruments of alterations relating to the security documents entered into before the date of the agreement and irrespective of the dates or dates on which sums become due to Z Hinchliffe & Sons Limited and Elba International SpA and of any fluctuations in such sums

Continuation of the statement of the provisions, if any, imposed by the instrument of alteration varying or otherwise regulating the order of the ranking of the floating charge in relation to fixed securities or to other floating charges

Please do not write in this margin

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

Signed Pho Nairn 19-9-00 Date
On behalf of ~~[company]~~ [chargee]†

† delete as appropriate

Notes

1. A description of the instrument e.g. "Instrument of Charge" "Debenture" etc as the case may be, should be given. For the date of creation of a charge see section 410(5) of the Companies Act.
2. In accordance with section 466(1) the instrument of alteration should be executed by the company, the holder of the charge and the holder of any other charge (including a fixed security) which would be adversely affected by the alteration.
3. A certified copy of the instrument of alteration, 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 execution of that instrument.
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. The address of the Registrar of Companies is:-
Companies Registration Office, 37 Castle Terrace, Edinburgh EH1 2EB

FILE COPY



CERTIFICATE OF THE REGISTRATION OF AN ALTERATION TO A FLOATING CHARGE

Company number 10939

I hereby certify that particulars of an instrument of alteration dated
12 SEPTEMBER 2000

were delivered pursuant to section 410 of the Companies Act, 1985,
on 25 SEPTEMBER 2000 .

The instrument relates to a charge created on 21 AUGUST 2000

by ROBERTSON OF DUMFRIES LIMITED

in favour of Z.HINCHCLIFFE & SONS LIMITED

for securing ALL SUMS DUE, OR TO BECOME DUE

Given at Companies House, Edinburgh
26 SEPTEMBER 2000



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, Alterations to Charges,

COMPANY: SC010939 CHARGE: 6

(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
08/09/2000		21/ 8/00 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	Z.HINCHCLIFFE & SONS LIMITED

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: SC010939 CHARGE: 6

(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 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 Cessing to act

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

COMPANY: SC010939 CHARGE: 6

Instruments of Alteration to a Floating Charge					
(13) Date of Execution	(14) Names of the persons who have executed the instrument	(15) 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.	(16) The provisions, if any, varying or otherwise regulating the order of the ranking of the floating charge in relation to fixed securities or to other floating charges.	(17) Short particulars of any property released from the floating charge	(18) The amount, if any, by which the amount secured by the floating charge has been increased. £
	ELBA INTERNATIONAL SpA Z HINCHLIFFE & SONS LIMITED ROBERTSON OF DUMFRIES LIMITED				