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COMPANIES FORM No. 410(Scot)

Particulars of a charge created by a company registered in Scotland

410

CHWP000

A fee of £10 (£13 for forms delivered on or after 1 February 2005) 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 6)

For official use

Company number

2

SC17870

Name of company

*
SAUL BERCOTT LIMITED

** insert full name
of company*

Date of creation of the charge (note 1)

29 JUNE 2005

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

FLOATING CHARGE

Amount secured by the charge

All sums and obligations already due or which may hereafter become due from time to time in any manner of way whatever by the Company to Barclays Bank Plc ("the Bank")

Names and addresses of the persons entitled to the charge

BARCLAYS BANK PLC
1 CHURCHILL PLACE
LONDON E14 5HP

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

1154054-7545618
COMPANY REGISTRATIONS
BARCLAYS BANK PLC,
UK BANKING SERVICE CENTRE,
PO BOX 299, BIRMINGHAM B1 3PF

For official use (10/03)

Charges Section

Post room



Short particulars of all the property charged.

Please do not
write in
this margin

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

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 contains the following numbered clauses.

FIRST:

- (1) Except as herein otherwise provided or as may hereafter be otherwise agreed in writing by the Bank, the floating charge hereby created shall rank in priority to any fixed security as defined in the Insolvency Act 1986, or any statutory amendment or re-enactment thereof for the time being in force (which Act as so amended or re-enacted is hereinafter referred to as "the said Act") and any other floating charge, being a fixed security or floating charge which shall have been created by the Company after our execution hereof.

CONTINUED

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

Signed Ce Date 11 JUL 2005

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. A fee of £10 (£13 for forms delivered on or after 1 February 2005) 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

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

† delete as
appropriate

Please do not
write in this
binding margin

Particulars of a mortgage or charge (continued)

Continuation sheet No 1
to Form No 395 and 410 (Scot)

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

Company number

SC17870

Name of company

SAUL BERCOTT ~~LIMITED~~

Limited *

* delete if
inappropriate

~~Description of the instrument creating or extending the mortgage or charge (continued)~~

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

- (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 its assets or any part thereof, heritable, immoveable or moveable, or to sell, dispose of or deal with otherwise than in the ordinary course of its business and for the purpose of carrying on the same, its book or other debts, securities for money or any other part of its assets, heritable, immoveable or moveable, declaring that the sale or other disposal of any part of its heritable or immoveable property and the sale or assignation or other disposal of any such debts or securities in connection with the factoring or discounting thereof shall be deemed not to be in the ordinary course of business.
- (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 hereby created.
- (4) Any floating charge or fixed security granted or purported to be granted in favour of a person other than the Bank and to which the prior written consent of the Bank is required under (2) above shall, if granted without such consent, rank after and and be postponed to the floating charge hereby created.

SECOND:

During the subsistence of the floating charge hereby created the Company shall, on being so requested by the Bank in writing, forthwith grant in favour of the Bank a fixed security or fixed securities in the usual form or forms adopted by the Bank over any heritable or immoveable property (including freehold and leasehold property) wherever situated which may now or from time to time hereafter belong to the Company and/or a fixed security or fixed securities in the usual form or forms adopted by the Bank over any book or other debts, securities for money, or any other moveable property, corporeal or incorporeal, which may now or from time to time hereafter belong or be owing to the Company.

CONTINUED

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

NINTH:

The Company shall not be entitled to let or grant leases or sub-leases or other rights of occupancy or possession or use of the buildings or land forming part of the Company's assets or any part thereof nor to create or confer any servitudes or wayleaves or other rights against or affecting such buildings or land or any part thereof without first obtained the consent thereto of the Bank in writing.

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

FILE COPY



**CERTIFICATE OF THE REGISTRATION
OF A CHARGE**

Company number 17870

I hereby certify that a charge created by

SAUL BERCOTT LIMITED

on 29 JUNE 2005

for securing ALL SUMS DUE, OR TO BECOME DUE

in favour of BARCLAYS BANK PLC

was delivered pursuant to section 410 of the Companies Act, 1985,
on 13 JULY 2005 given at Companies House, Edinburgh
15 JULY 2005



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



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