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COMPANIES FORM No. 410(Scot)

Particulars of a charge created by a company registered in Scotland

410

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*
insert full name
of companyTo the Registrar of Companies
(Address overleaf - Note 5)

For official use

Company number

[] [] [] []
[] [] [] []

34905

Name of company

* STEWART PLANT SALES LIMITED (the "Company")

Date of creation of the charge (note 1)

29 June 1998

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

Bond & Floating Charge (the "Charge")

Amount secured by the charge

All sums due which are now or may at any time hereafter be due or owing by the Company to the Bank
either alone or jointly with any other person or persons plus commission, charges and interest.

Names and addresses of the persons entitled to the charge

Barclays Bank plc (Company No. 1026167) (the "Bank"),

54 Lombard Street,

London. EC3P 3AH

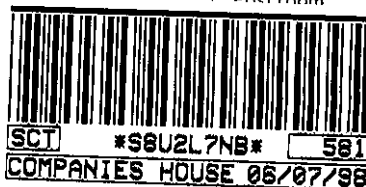
Presentor's name address telephone
number and reference (if any):

Messrs. Bird Sample,
Solicitors,
249 West George Street,
GLASGOW. G2 4RB
(NJF/FORMS:410STEW.WFF)

For official Use

Charges Sr

Post room



Short particulars of all the property charged.

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write in
this margin

The whole of the Company's undertaking (including uncalled capital) and all of its property, rights and assets which is or may be, from time to time while this Charge is in force, comprised in the Company's property and undertaking whatsoever and wheresoever present and future.

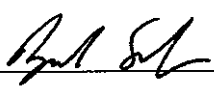
Please complete
legibly, preferably
in black type, or
bold block lettering

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 Company shall not create or permit to subsist any standard security, mortgage, pledge, lien charge, assignment, assignation, hypothecation or security interest or any other agreement or arrangement having the effect of conferring security.

The Charge created in favour of the Bank is by way of first floating charge.

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

Signed  Date 3/7/98

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 it must be signed by an officer of that body.

5. The address of the Registrar of Companies is:-
Companies Registration Office,
102 George Street,
Edinburgh EH2 3DJ



**CERTIFICATE OF THE REGISTRATION
OF A CHARGE**

Company number 34905

I hereby certify that a charge created by

STEWART PLANT SALES LIMITED

on 29 JUNE 1998

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 6 JULY 1998

Signed at Edinburgh
7 JULY 1998

R. Graham
For Registrar of Companies



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