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COMPANIES FORM No. 410(Scot)

Particulars of a charge created by a company registered in Scotland

410

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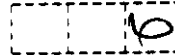
Pursuant to section 410 of the Companies Act 1985

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

For official use

Company number

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



SC46267

Name of company

* insert full name
of company

SEET PLC

Date of creation of the charge (note 1)

4TH SEPTEMBER 1997

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

Names and addresses of the persons entitled to the charge

BARCLAYS BANK PLC
54 LOMBARD STREET
LONDON EC3P 3AH

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

20-06-05

BARCLAYS SECURITIES CENTRE
BARCLAYS BANK PLC
P.O. BOX 299
CAMDEN HOUSE
SUMMER ROW
BIRMINGHAM B1 3PF

For official use
Charges Section

Post room



Short particulars of all the property charged.

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legibly, preferably
in black type, or
bold block lettering

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.

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 US AFTER OUR EXECUTION HEREOF.

CONTINUED

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

NIL

Signed _____ Date _____

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 House
37 Castle Terrace
Edinburgh EH1 2EB

COMPANIES (FORM NO. 395) (CONT.) AND FORM NO. 410 (SCOT.) (CONT.)

Particulars of a mortgage or charge (continued)

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

Company number

SC46267

Name of company

SEET PLC

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STATEMENT, IN THE CASE OF A FLOATING CHARGE, AS TO ANY RESTRICTIONS ON
POWER TO GRANT FURTHER SECURITIES AND ANY RANKING PROVISION CONT

- (2) WITHOUT THE PREVIOUS CONSENT IN WRITING OF THE BANK WE 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 OUR ASSETS OR ANY PART THEREOF, HERITABLE, IMMOVEABLE OR MOVEABLE, OR TO SELL, DISPOSE OF OR DEAL WITH OTHERWISE THAN IN THE ORDINARY COURSE OF OUR BUSINESS AND FOR THE PURPOSE OF CARRYING ON THE SAME, OUR BOOK OR OTHER DEBTS, SECURITIES FOR MONEY OR ANY OTHER PART OF OUR ASSETS, HERITABLE, IMMOVEABLE OR MOVEABLE, DECLARING THAT THE SALE OR OTHER DISPOSAL OF ANY PART OF OUR 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 US 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 BE POSTPONED TO THE FLOATING CHARGE HEREBY CREATED.

SECOND:

DURING THE SUBSISTENCE OF THE FLOATING CHARGE HEREBY CREATED WE 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 US 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 US.

CONTINUED

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inappropriate

STATEMENT, IN THE CASE OF A FLOATING CHARGE, AS TO ANY RESTRICTIONS ON
POWER TO GRANT FURTHER SECURITIES AND ANY RANKING PROVISION CONT.

NINTH:

WE 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 OUR 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 HAVING FIRST OBTAINED THE CONSENT THERETO OF THE BANK IN WRITING.



**CERTIFICATE OF THE REGISTRATION
OF A CHARGE**

Company number 46267

I hereby certify that a charge created by

SEET PLC

on 4 SEPTEMBER 1997

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 22 SEPTEMBER 1997

Signed at Edinburgh
24 SEPTEMBER 1997

R. Graham
For Registrar of Companies



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: SC046267 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
22/09/1997		4/ 9/97 FLOATING CHARGE		ALL SUMS DUE, OR TO BECOME DUE	UNDERTAKING AND ALL PROPERTY AND ASSETS PRESENT AND FUTURE OF THE COMPANY INCLUDING UNCALLED CAPITAL	BARCLAYS BANK PLC

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: SC046267 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 fixed 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 Ceasing to act
COMPANY ARE EXPRESSLY PROHIBITED FROM CREATING SUBSEQUENT FIXED SECURITY HAVING PRIORITY OVER OR RANKING EQUALLY WITH THE FLOATING CHARGE						