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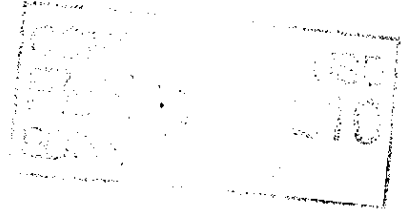
COMPANIES FORM No. 466(Scot)

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

466

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this margin

Pursuant to section 410 and 466 of the Companies Act 1985



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

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

For official use

Company number

5

SC087989

Name of company

* insert full name
of company

* GBY Group Ltd

Date of creation of the charge (note 1)

12th January 2001

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

Floating Charge

Names of the persons entitled to the charge

Lloyds TSB Commercial Finance Ltd t/a Alex Lawrie Scotland

Short particulars of all the property charged

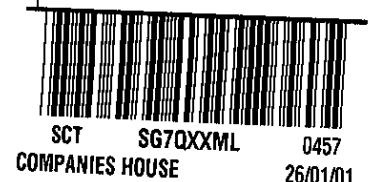
The whole of the Company's debts and others.

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

Messrs Bermans
Solicitors
1 Claremont Terrace
Glasgow G3 7UQ
0141 248 1020
REF: AFD

For official use
Charges Section

Post room



Names, and addresses of the persons who have executed the instrument of alteration (note 2)

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

GBY Group Limited (formerly Glasgow Brickyard Limited) incorporated under the Companies Acts and having their Registered Office formerly at 82 Mitchell Street, Glasgow and now at 512 Blochairn Road, Glasgow G21 2DX (hereinafter referred to as "the Company")
Royal Bank of Scotland plc incorporated under the Companies Acts and having their Registered Office at 36 St Andrew Square, Edinburgh EH2 2YE (hereinafter referred to as "the Bank")
Lloyds TSB Commercial Finance Limited t/a Alex Lawrie Scotland incorporate under the Companies Acts and having their Registered Office at Boston House, The Little Green, Richmond, Surrey TW9 1Q (hereinafter called "Alex Lawrie")

Date(s) of execution of the instrument of alteration
5th April 2000, 6th December 2000 and 12th January 2001

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

None

Short particulars of any property released from the floating charge

None

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

Nil.

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this margin

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The Company has granted or is about to grant:-

- (One) In favour of the Bank a Bond and Floating Charge dated the Twenty first day of June 1984 and in security of all sums due or which may become due by the Company to the Bank (hereinafter referred to as "the Bank's Floating Charge") over the whole property and undertaking of the Company.
- (Two) In favour of Alex Lawrie a Floating Charge dated the Twelfth day of January 2001 in security for all sums due or which may become due by the Company to Alex Lawrie (hereinafter referred to as "Alex Lawrie's Floating Charge") over the whole property and undertaking of the Company. The Bank's Floating Charge and Alex Lawrie's Floating Charge being hereinafter referred to as "the Securities".

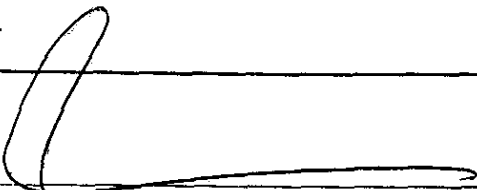
Notwithstanding the terms of the Floating Charge in favour of the Bank and the Floating Charge granted or about to be granted in favour of Alex Lawrie, the respective dates of their creation or of their registration the said Floating Charge shall rank in the following order of priority:-

- (a) The Floating Charge in favour of Alex Lawrie but only (a) quoad the book and other debts to which the company is or shall at any time in the future become entitled and (b) to the extent that sums are due by the Company to Alex Lawrie together with interest thereon the costs, charges and expenses of Alex Lawrie in relation thereto, and
- (b) the Floating Charge in favour of the Bank but only to the extent that sums are due by the Company to the Bank together with interest thereon, costs, charges and expenses of the Bank in relation thereto.

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

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

Signed  Date 25th January 2001

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 87989

I hereby certify that particulars of an instrument of alteration dated
12 JANUARY 2001

were delivered pursuant to section 410 of the Companies Act, 1985,
on 26 JANUARY 2001.

The instrument relates to a charge created on 12 JANUARY 2001

by GBY GROUP LIMITED

in favour of LLOYDS TSB COMMERCIAL FINANCE LIMITED

for securing ALL SUMS DUE, OR TO BECOME DUE

Given at Companies House, Edinburgh
29 JANUARY 2001



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: SC087989 CHARGE: 5

(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
23/01/2001		12/ 1/01 FLOATING CHARGE		ALL SUMS DUE, OR TO BECOME DUE	UNDERTAKING AND ALL PROPERTY AND ASSETS PRESENT AND FUTURE OF THE COMPANY INCLUDING UNCALLED CAPITAL	LLOYDS TSB COMMERCIAL FINANCE 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: SC087989 CHARGE: 5

(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						

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

COMPANY: SC087989 CHARGE: 5

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. £
	LLOYDS TSB COMMERCIAL FINANCE LIMITED T/A ALEX LAWRIE SCOTLAND THE ROYAL BANK OF SCOTLAND plc GBY GROUP LIMITED				