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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

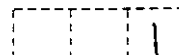
Please complete
legibly, preferably
in black type, or
bold block lettering

* insert full name
of company

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

For official use

Company number



101959

Name of company

* ROSYTH ROYAL DOCKYARD LIMITED

Date of creation of the charge (note 1)

31 JANUARY

1997

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

STANDARD SECURITY

Amount secured by the charge

ALL SUMS DUE AND THAT MAY BECOME DUE, AND ALL OBLIGATIONS AD FACTUM
PRAESTANDUM, LIABILITIES AND OTHERS DUE AND THAT MAY BECOME DUE BY THE
COMPANY TO THE CHARGE IN TERMS OF CLAUSE 3.6 OF THE FEU DISPOSITION
BY THE CHARGE TO THE COMPANY DATED 30 JANUARY 1997 AND ABOUT
TO BE REGISTERED IN THE LAND REGISTER OF SCOTLAND.

Names and addresses of the persons entitled to the charge

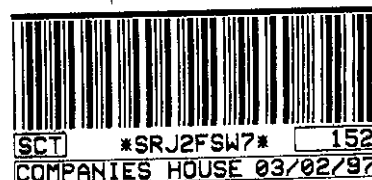
SECRETARY OF STATE FOR DEFENCE, C/O CARPENTER HOUSE, BROAD QUAY, BATH
BA1 5AB

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

15 ATHOLL CRESCENT
EDINBURGH, EH3 8HA
TEL: 0131-228-3777
REF: MEC/MIN/7/202

For official use
Charges Section

Post room



Short particulars of all the property charged.

ALL AND WHOLE THE SUBJECTS COMPRISING ROSYTH ROYAL DOCKYARD, ROSYTH, FIFE, AS DESCRIBED IN THE SAID FEU DISPOSITION WITH THE WHOLE RIGHTS, PERTINENTS, AND OTHERS BELONGING THERETO.

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write in
this margin

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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)

NOT APPLICABLE.

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

NIL

Signed

Brodie

Date

31-1-97

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
100 - 102 George Street
Edinburgh EH2 3DJ



**CERTIFICATE OF THE REGISTRATION
OF A CHARGE**

Company number 101959

I hereby certify that a charge created by

ROSYTH ROYAL DOCKYARD LIMITED

on 30 JANUARY 1997

for securing ALL SUMS DUE, OR TO BECOME DUE

in favour of THE SECRETARY OF STATE FOR DEFENCE

was delivered pursuant to section 410 of the Companies Act, 1985,
on 3 FEBRUARY 1997

Signed at Edinburgh
4 FEBRUARY 1997

R. Graham
For Registrar of Companies



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



**CERTIFICATE OF THE REGISTRATION
OF A CHARGE**

Company number 101959

I hereby certify that a charge created by

ROSYTH ROYAL DOCKYARD LIMITED

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For Registrar of Companies



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