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COMPANIES FORM No. 410(Scot)

Particulars of a charge created by a company registered in Scotland

410

157

004451

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

For official use

Company number

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SC114019

Name of company

* A & E MARKETING (ELECTRONICS) LIMITED

* insert full name
of company

Date of creation of the charge (note 1)

2nd April, 1989

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

Bond and Floating Charge

Amount secured by the charge

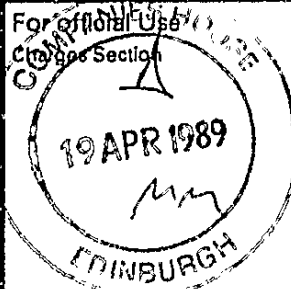
All sums due or to become due

Names and addresses of the persons entitled to the charge

The Governor and Company of the Bank of Scotland, incorporated by Act of
Parliament and having their Head Office at The Mound, Edinburgh.

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

The Governor and Company of
The Bank of Scotland
Law Department, Uberior
House, 61 Grassmarket,
Edinburgh EH1 2JF
Telephone: 031.243. 5705
Our Ref: TC IRL JO 11



Post room

Short particulars of all the property charged.

Please do not
write in
this margin

The whole assets of the Company

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 Instrument contains a clause prohibiting the creation of any fixed security as defined by the Companies Act 1985, having priority over or ranking equally with this Floating Charge.

Excepting from this prohibition any fixed security which may subsequent to the date of the Bond and Floating Charge be granted by the Company in favour of the Bank which shall have priority over the Floating Charge hereby created.

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

Signed

[Signature]

Date

18/4/89

On behalf of [company][chargee]† Bank of Scotland

Notes

† delete as
appropriate

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.



CERTIFICATE OF THE REGISTRATION OF A CHARGE

Company Number

114019

I hereby certify that a charge created by

A & E MARKETING (ELECTRONICS) LIMITED

on

2 April 1989

for securing

all sums due or to become due

in favour of


the Governor and Company of the Bank of Scotland

**was delivered pursuant to section 410 of the Companies Act,
1985, on**

19 April 1989

Signed at Edinburgh

21 April 1989

 J Henderson
Registrar of Companies