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COMPANIES FORM No. 410(Scot)

410**Particulars of a charge created
by a company registered in Scotland**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 letteringTo the Registrar of Companies
(Address overleaf - Note 5)

For official use

Company number

| | | | |
|--|--|--|--|
| | | | |
|--|--|--|--|

SC149097

Name of company

- LYNFERN DEVELOPMENTS LIMITED

* insert full name
of company

Date of creation of the charge (note 1)

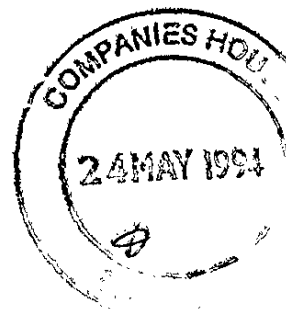
11th May 1994

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, EdinburghPresenter's name address telephone
number and reference (if any):The Governor and Company of
The Bank of Scotland, Legal
Services, Box No 475, Taviot
House, 41 South Gyle Crescent
Edinburgh EH12 9NR Tel: 031
317

Our Ref:

For official Use

Charges Section

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 letters

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

M. Marshall

Date *20/5/94*

On behalf of (company/chargee) Bank of Scotland

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

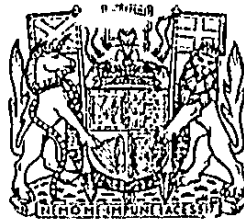
3. A certified copy of the instrument, if any, creating or evidencing the charge, together with this form with the prescribed particulars correctly completed must be delivered to the Registrar of Companies within 21 days after the date of the creation of the charge. In the case of a charge created out 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

† Delete as
appropriate

FILE COPY



**CERTIFICATE OF THE REGISTRATION
OF A CHARGE**

Company number 149097

I hereby certify that a charge created by

LYNFERN DEVELOPMENTS LIMITED

on 11 MAY 1994

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 24 MAY 1994

Signed at Edinburgh
25 MAY 1994

Stuart S. Smith
For Registrar of Companies



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