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CHWP007

COMPANIES FORM No. 410(Scot)

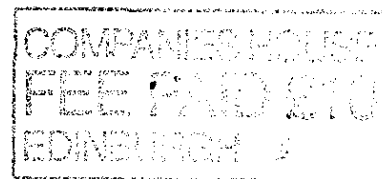
Particulars of a charge created by a company registered in Scotland

410

A fee of £10 is payable to Companies House in
respect of each register entry for a mortgage or
charge

Please do not
write in
this margin

Pursuant to section 410 of the Companies Act 1985

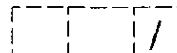


Please complete
legibly, preferably in
black type, or bold
block lettering

To the Registrar of Companies
(Address overleaf - Note 6)

For official use

Company number



209196

Name of company

* insert full name
of company

*** LOTHIAN FIFTY (671) LIMITED**

Date of creation of the charge (note 1)

12 December 2000

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

Bond and Floating Charge

Amount secured by the charge

See Paper Apart 1

Names and addresses of the persons entitled to the charge

The Governor and Company of the Bank of Scotland**The Mound, Edinburgh, EH1 1YZ**

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

Burness (CRE/SSW/R1348)
242 West George Street
Glasgow G2 4QY

Tel: 0141 248 4933

For official use

Charges Section

Post room



Short particulars of all the property charged.

See Paper Apart 2

Please do not
write in
this margin

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)

See Paper Apart 3

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

N/A

Signed B. Jones Date 20.12.00

On behalf of [company] [~~charges~~][†]

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. Cheques and Postal Orders are to be made payable to **Companies House**.

6. The address of the Registrar of Companies is:-

Companies House
37 Castle Terrace
Edinburgh EH1 2EB

A fee of £10 is
payable to
Companies House
in respect of each
register entry for
a mortgage or
charge.
(See Note 5)

† delete as
appropriate

Bruce

LOTHIAN FIFTY (671) LIMITED

COMPANY NUMBER: 209196

In these Papers Apart:-

the Charge means the bond and floating charge by the Company in favour of the Security Trustee dated 12 December 2000;

the Company means Lothian Fifty (671) Limited, a company incorporated under the Companies Acts with registered number 209196 and having its registered office at 50 Lothian Road, Festival Square, Edinburgh, EH3 9BY;

Encumbrance means any mortgage, pledge, lien, charge, assignment by way of security, assignation in security, hypothec, security interest, title retention, preferential right or trust arrangement or any other security agreement or arrangement having the effect of security;

Secured Assets means the whole of the property (including uncalled capital) which is or may be from time to time while the Charge is in force comprised in the property and undertaking of the Company; and

Secured Liabilities means all present and future obligations and liabilities now or hereafter due, owing or incurred by the Company under or pursuant to the Loan Stock to the Loan Stockholders, whether actual, contingent, sole, joint and/or several or otherwise, including, without prejudice to the foregoing generality, all obligations to indemnify the Loan Stockholders;

Security Trustee means the Governor and Company of the Bank of Scotland, The Mound, Edinburgh, EH1 1YZ;

Loan Stock means the £1,011,500 Secured 10% Redeemable Loan Stock 2005-2009 constituted or as the case may be the amount thereof for the time being outstanding;

Loan Stockholders means the persons for time to time being entered in the register, provided for in Part 2 of the Schedule annexed to the Loan Stock Instrument executed by the Company of even date with the Company's execution of the Charge, as the holders or joint holders of the Loan Stock.

Paper Apart 1

The amount secured by the Charge is the Secured Liabilities.

Paper Apart 2

The property charged by the Charge is the Secured Assets.

Paper Apart 3

The floating charge created by the Charge shall, subject to Section 464(2) of the Act, rank in priority to any fixed security which shall be created by the Company after its execution of the Charge, other than a fixed security in favour of the Security Trustee and to any

other floating charge which shall be created by the Company after its execution of the Charge and, subject as aforesaid, no such fixed security or other floating charge shall rank in priority to or equally with the Charge.

Except with the prior written consent of the Security Trustee, the Company shall not create, incur, assume or permit to subsist any Encumbrance on all or any part of the Secured Assets except for liens arising solely by operation of law in the ordinary course of the Company's trade or business, provided that any such lien must be discharged by the Company *within seven days of it arising*.

FILE COPY



**CERTIFICATE OF THE REGISTRATION
OF A CHARGE**

Company number 209196

I hereby certify that a charge created by

LOTHIAN FIFTY (671) LIMITED

on 12 DECEMBER 2000

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 21 DECEMBER 2000

Given at Companies House, Edinburgh
22 DECEMBER 2000



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

Alteration to Charges

Memoranda of Satisfaction

AND

Appointments and Cessations

of Receivers

OF

LOTHIAN FIFTY (671) LIMITED

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: SC209196 CHARGE: 1

(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
21/12/2000		12/12/00 BOND & FLOATING CHARGE		ALL SUMS DUE, OR TO BECOME DUE	UNDERTAKING AND ALL PROPERTY AND ASSETS PRESENT AND FUTURE OF THE COMPANY INCLUDING UNCALLED CAPITAL	THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND

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: SC209196 CHARGE: 1

(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: SC209196 CHARGE: 1

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. £
	JBB (GREATER EUROPE) plc AND OTHERS MURRAY MCDAVID LIMITED LOTHIAN FIFTY (671) LIMITED THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND				