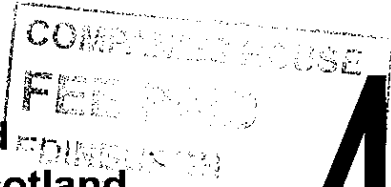


# M

COMPANIES FORM No. 410(Scot)

## Particulars of a charge created by a company registered in Scotland



# 410

CHWP000

**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

SC287396

Name of company

\* EJ & JC ARROWSMITH LIMITED

*\* insert full name of company*

Date of creation of the charge (note 1)

14 JULY 2005

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

FLOATING CHARGE

Amount secured by the charge

All sums of money which have been or are now or may hereafter from time to time be advanced to the Company by AIB Group (UK) plc, Registered Office at 4 Queen's Square, Belfast, BT1 3DJ and also all other sums referred to in the Schedule annexed and signed as relative hereto.

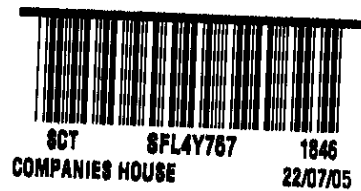
Names and addresses of the persons entitled to the charge

AIB Group (UK) plc  
Registered Number NI18800  
Registered Office at 4 Queen's Square, Belfast, BT1 3DJ

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

Messrs Warners  
Solicitors  
22 St Patrick Square  
Edinburgh DX ED 168  
EH8 9EY  
TEL: 0131 662 4747 Ref:

For official use  
Charges Section



Short particulars of all the property charged.

Please do not write in this margin

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

ALL and WHOLE the whole of the property (including uncalled capital) which is or may be from time to time while this security is in force comprised in the Company's property and undertaking.

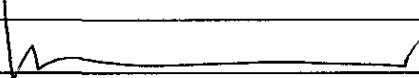
Statement, in the case of a floating charge, as to any restrictions on power to grant further securities and any ranking provision (note 2)

Except as may otherwise be agreed in writing by AIB Group (UK) plc the Floating Charge hereby created shall rank in priority to any fixed security other than any fixed security in favour of AIB Group (UK) plc which will rank in all respects in priority and in preference to the Floating Charge hereby created and any other charge being a fixed security of Floating Charge which shall have been granted or created by the Companies Acts after its execution;

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

N/A

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

Signed  Date 21/7/05

On behalf of [company] [chargee]†

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

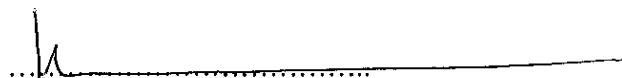
† delete as appropriate

**FLOATING CHARGE SCHEDULE**

This is the Schedule referred to in the foregoing Companies Form No 410 (SCOT)

The Company binds and obliges itself to AIB Group (UK) p.l.c. that it will on demand by AIB Group (UK) p.l.c. pay to AIB Group (UK) p.l.c.:-

- (a) all sums of money which have been or are now or may hereafter from time to time be advanced to the Company by the Bank;
- (b) all other indebtedness and/or liabilities whatsoever of the Company to the Bank present, future, actual and/or contingent and whether incurred solely, severally, jointly and as principal or surety;
- (c) (on a full indemnity basis) all costs, charges, expenses and other sums expended, paid, incurred, or debited to any account (including any advances to be made) in relation to the realisation, enforcement, protection or perfection of rights under the Floating Charge and the Security constituted hereby or the recovery of any of the indebtedness or other liabilities of the borrower by the Bank, or by any person appointed by the Bank pursuant to this (including but without prejudice to the generality of the foregoing) remuneration payable to such person provided that in relation to such costs, charges, losses, expenses, remuneration and other sums as mentioned in this Clause (c) interest shall accrue and be payable as from the date on which the same are paid by the Bank or by any such persons as therein mentioned or become due to such person under the terms of his appointment without the necessity for any demand being made for payment thereof; Provided further that such costs, charges and expenses shall for the avoidance of doubt include all amounts which the Bank may require from time to time to compensate it for its internal management and administrative costs and expenses incurred in connection with enforcement of this Floating Charge and the recovery of the liability secured by it. A Certificate signed by an Officer of the Bank as to the amount of such costs and expenses for the time being due or incurred to the Bank from or by the Company shall for all purposes (in absence of manifest error) be conclusive evidence against and binding upon the Company and;
- (d) interest and charges upon or relating to all such advances, indebtedness, liabilities, costs and expenses and other monies until demand or other due date at such respective rates as have been or may from time to time be agreed between the Company and the Bank or in default of any agreed rate and the specified rate of interest and in any event from and after demand or such other due day until full discharge (as well after as before judgement) at the specified rate of interest (unless any such rate as may have been agreed as aforesaid shall be higher than the Specified Rate of interest in which event such agreed rate shall continue to apply) and such interest shall be compounded monthly in the event of it not being punctually paid but without prejudice to the right of the Bank to require payment of such interest.

  
Warners, Solicitors, 22 St Patrick Square, Edinburgh

# FILE COPY



## CERTIFICATE OF THE REGISTRATION OF A CHARGE

Company number 287396

I hereby certify that a charge created by

E. J. & J. C. ARROWSMITH LIMITED

on 14 JULY 2005

for securing ALL SUMS DUE, OR TO BECOME DUE

in favour of AIB GROUP (UK) PLC

was delivered pursuant to section 410 of the Companies Act, 1985,  
on 22 JULY 2005 given at Companies House, Edinburgh  
25 JULY 2005



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



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES