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* insert full name
of company

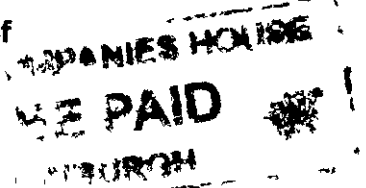
COMPANIES FORM No. 410(Scot)

Particulars of a charge created by a company registered in Scotland

A fee of £13 is payable to Companies House in respect of
each register entry for a mortgage or charge

Pursuant to section 410 of the Companies Act 1985

410



To the Registrar of Companies
(Address overleaf Note 6)

For official use

Company number

☐ 48

SC102139

Name of company

* Kenmore Investments Limited (the **Company**)

Date of creation of the charge (note 1)

4 ~~11~~ November 2008

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

Floating Charge (the **Charge**)

Amount secured by the charge

The Secured Liabilities

See Paper Apart 1 for definitions

If there is not enough
space on this form
you may use the
prescribed
continuation sheet
410cs

Names and addresses of the persons entitled to the charge

Bank of Scotland plc, a company incorporated in Scotland (Registered Number SC327000) and having its registered office at The Mound, Edinburgh EH1 1YZ (as security trustee for itself and for and on behalf of the other Finance Parties) (the **Security Trustee**).

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

Dundas & Wilson CS LLP
Saltire Court
20 Castle Terrace
Edinburgh EH1 2EN

For official use (02/2006)

Charges Section



Short particulars of all the property charged

See Paper Apart 2

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the prescribed
continuation
sheet 410cs

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 2

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

N/A

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

Signed

David L. C. S. U. P.

Date *13 November 2008*

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 A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge. 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
DX 235 Edinburgh or LP-4 Edinburgh 2

This is the Paper Apart 1 referred to in the foregoing Companies House Form 410 relative to a Floating Charge by Kenmore Investments Limited in favour of Bank of Scotland plc as security trustee for itself and on behalf of the other Finance Parties dated 4 & 6 November 2008

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

Existing Securities means (i) the bond and floating charge granted by the Company in favour of The Governor and Company of the Bank of Scotland (now known as Bank of Scotland plc) dated 15 August 1988; and (ii) the floating charge granted by the Company in favour of The Governor and Company of the Bank of Scotland (now known as Bank of Scotland plc) dated 16 October 1998,

Facility Agreement means the facility agreement dated on or around the date of the Charge between, among others, the Company, the Security Trustee and Bank of Scotland plc (acting in its various other capacities) in respect of term loan facilities (as amended and restated from time to time),

Finance Documents has the meaning given to it in the Facility Agreement;

Finance Parties has the meaning given to it in the Facility Agreement;

Secured Liabilities means all or any money and liabilities which shall from time to time (and whether on or at any time after demand) be due, owing or incurred in whatsoever manner to the Security Trustee and each of the other Finance Parties (and in the case of the Standby Overdraft Facility only, be due, owing or incurred in whatsoever manner to Bank of Scotland plc) by the Company under the Charge or any of the other Finance Documents, whether actually or contingently, solely or jointly and whether as principal, guarantor, cautioner or surety including any money and liabilities of the Company to a third party which have been assigned or novated to or otherwise vested in the Security Trustee or any of the other Finance Parties, and including interest, discount, commission and other lawful charges or expenses which the Security Trustee or any of the other Finance Parties may in the course of its business charge or incur in respect of any of those matters or for keeping the Company's account, and so that interest shall be computed and compounded according to the usual the Security Trustee's rates and practice as well after as before any demand made or decree obtained under or in relation to the Charge, and

Standby Overdraft Facility means the facility letter dated on or about the date of the Charge between the Company and Bank of Scotland plc in respect of the provision of a standby overdraft facility

This is the Paper Apart 2 referred to in the foregoing Companies House Form 410 relative to a Floating Charge by Kenmore Investments Limited in favour of Bank of Scotland plc as security trustee for itself and on behalf of the other Finance Parties dated 4 & 6 November 2008

1 CHARGING PROVISION

- 1 1 The Company grants a floating charge over the Assets to the Security Trustee as a continuing security for the payment and discharge of the Secured Liabilities
- 1 2 Paragraph 14 of Schedule B1 to the Insolvency Act 1986 (incorporated by Schedule 16 to the Enterprise Act 2002) shall apply to the Charge

2 NEGATIVE PLEDGE AND RANKING OF FLOATING CHARGE

- 2 1 The Company agrees that it shall be prohibited from granting or creating subsequent to the date of the Charge any fixed security or any other floating charge (other than the Existing Securities) having priority over or ranking pari passu with the Charge, other than in favour of the Security Trustee
- 2 2 Any fixed security granted by the Company in favour of the Security Trustee (whether before or after the date of the Charge) shall rank in priority to the floating charge created by the Charge
- 2 3 In the event that the Company grants or creates any fixed security or floating charge in breach of the prohibition in Clause 3 1 of the Charge (as set out at 2 1 above), the Charge shall rank in priority to that fixed security or floating charge



FILE COPY

**CERTIFICATE OF THE REGISTRATION
OF A CHARGE**

COMPANY NO. 102139

CHARGE NO. 48

I HEREBY CERTIFY THAT A CHARGE CREATED BY KENMORE
INVESTMENTS LIMITED

ON 4 NOVEMBER 2008

FOR SECURING ALL SUMS DUE OR TO BECOME DUE

IN FAVOUR OF BANK OF SCOTLAND PLC

WAS DELIVERED PURSUANT TO SECTION 410 OF THE
COMPANIES ACT 1985 ON 13 NOVEMBER 2008

GIVEN AT COMPANIES HOUSE, EDINBURGH 13 NOVEMBER
2008



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES