

MG01s

Particulars of a charge created by a company
registered in Scotland



VG5955/13

A fee is payable with this form.

We will not accept this form unless you send the correct fee.

Please see 'How to pay' on the last page.



What this form is for

You may use this form to register
particulars of a charge created by a
Scottish company.



What this form is NOT for

You cannot use this form to
particulars of a mortgage or
created by a company in Er
and Wales or Northern Irela
this, please use form MG01

THURSDAY



L175XMLN

LD3

19/04/2012

#54

COMPANIES HOUSE

For official use

6

→ Filling in this form

Please complete in typescript or in
bold black capitals.

All fields are mandatory unless
specified or indicated by *

1

Company details

Company number S C 1 4 9 7 9 9

Company name in full TERRACE HILL GROUP PLC
(the "Chargor")

2

Date of creation of charge

Date of creation 3 0 3 2 0 1 2

3

Description

Please give a description of the instrument (if any) creating or evidencing the
charge e.g. 'Standard security', 'Floating charge' etc.

Description Share Charge dated 30 March 2012 and made between (1) the Chargor and (2)
BoS (as defined in this Form MG01s below) (the "Share Charge").

4

Amount secured

Please give us details of the amount secured by the charge.

Amount secured 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 BoS by the Chargor, whether actually or
contingently, solely or jointly and whether as principal or surety (or
guarantor or cautioner), including any money and liabilities of the
Chargor to a third party which have been assigned or novated to or
otherwise vested in BoS and including interest, discount, commission
and other lawful charges or expenses which BoS may in the course
of its business charge or incur in respect of any of those matters or
for keeping the Chargor's account, and so that interest shall be
computed and compounded according to the usual BoS rates and
practice (or as otherwise agreed in writing) after as well as before any
demand made or decree obtained under or in relation to the Share
Charge (the "Secured Liabilities").

Continuation page

Please use a continuation page if
you need to enter more details.

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5

Mortgagee(s) or person(s) entitled to the charge

Please give the name and address of the mortgagee(s) or person(s) entitled to the charge.

Continuation page

Please use a continuation page if you need to enter more details.

Name BANK OF SCOTLAND PLC ("BoS")

Address The Mound, Edinburgh

Postcode E H 1 1 Y Z

Name

Address

Postcode

6

Short particulars of all the property charged

Please give the short particulars of the property charged.

Continuation page

Please use a continuation page if you need to enter more details.

- Short particulars
1. The Chargor, with full title guarantee and as a continuing security for the payment and discharge of the Secured Liabilities, charged in favour of BoS by way of first fixed charge:-
 - 1.1. its entire right, title and interest in and to the Shares;
 - 1.2. all rights, money or property of a capital nature at any time accruing on, or payable or receivable in respect of, any of the Shares whether by way of bonus, consolidation, conversion, exchange, option, preference, return of capital or otherwise;
 - 1.3. all rights, money or property of an income nature in respect of the Shares, whether by way of dividend, distribution, interest or otherwise; and
 - 1.4. all of its present and future right, title and interest in and to the Loan Agreements and their Related Rights,(together the "Charged Assets").

Please see continuation pages 1-2 to this Form MG01s for further details.

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7 Statement, in the case of a floating charge, as to any restrictions on power to grant further securities and any ranking provision ¹

N/A

¹ 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.

Continuation page

Please use a continuation page if you need to enter more details.

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8 Particulars as to commission, allowance or discount (if any)

Please insert the amount or rate percent of any commission, allowance or discount paid or made either directly or indirectly by the company to any person on consideration of his:

- subscribing or agreeing to subscribe, whether absolutely or conditionally, or
- procuring or agreeing to procure subscriptions, whether absolute or conditional,

for any debentures included in this return. The rate of interest payable under the terms of the debentures should not be entered.

Commission, allowance or discount

NIL.

9 Delivery of instrument

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 (UK), comprising property situated outside the UK, 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 UK. Certified copies of any other documents relevant to the charge should also be delivered.

10 Signature ②

Please sign the form here.

Signature

Signature

X CMS Cameron McKenna LLP X

② Signature

This form must be signed by a person with an interest in the registration of the charge.

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Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form and will establish where we return the original documents. The contact information you give will be visible to searchers of the public record.

Contact name BEWE/MRR/SJJ/034409.00081

Company name CMS Cameron McKenna LLP

Address Mitre House

160 Aldersgate Street

London

Post town

County/Region

Postcode E C 1 A 4 D D

Country

DX DX 135316 BARBICAN 2

Telephone 020 7367 3000



Certificate

We will send your certificate to the presenter's address if given above or to the Company's Registered Office if you have left the presenter's information blank.



Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☒ [X] The company name and number match the information held on the public Register.
- ☒ [X] You have included a certified copy of the deed (if any) with this form.
- ☒ [X] You have entered the date the charge was created.
- ☒ [X] You have supplied the description of the instrument.
- ☒ [X] You have given details of the amount secured by the chargee.
- ☒ [X] You have given details of the mortgagee(s) or person(s) entitled to the charge.
- ☒ [X] You have entered the short particulars of all the property charged.
- ☒ [X] You have signed the form.
- ☒ [X] You have enclosed the correct fee.



Important information

Please note that all information on this form will appear on the public record.



How to pay

A fee of £13 is payable to Companies House in respect of each charge.

Make cheques or postal orders payable to 'Companies House.'



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales:

The Registrar of Companies, Companies House, Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.

For companies registered in Scotland:

The Registrar of Companies, Companies House, Fourth floor, Edinburgh Quay 2, 139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post).

For companies registered in Northern Ireland:

The Registrar of Companies, Companies House, Second Floor, The Linenhall, 32-38 Linenhall Street, Belfast, Northern Ireland, BT2 8BG.
DX 481 N.R. Belfast 1.



Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

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6	Short particulars of all the property charged	1
	Please give the short particulars of the property charged.	
Short particulars	<p>Negative Pledge</p> <p>2. The Chargor will not without the prior written consent of BoS:-</p> <p>2.1. create or attempt to create or permit to subsist any right in security, mortgage, charge, lien, encumbrance right of set-off (except in favour of BoS) or any trust agreement, declaration of trust, or trust arising by operation of law in respect of all or any of the Charged Assets; or</p> <p>2.2. sell, transfer, assign or otherwise dispose of all or any of the Charged Assets; or</p> <p>2.3. in any way dispose of the equity of redemption of any of the Charged Assets or any interest in any such Charged Assets.</p> <p>3. The rights hereby charged to BoS shall be released to the Chargor upon its written request and at its cost on payment or discharge in full of the Secured Liabilities to the satisfaction of BoS.</p> <p>4. To the extent that the Charged Assets constitute Financial Collateral, the Chargor agrees that such Charged Assets shall be held or designated so as to be under the control of BoS for all purposes of the Financial Collateral Regulations.</p>	

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Short particulars of all the property charged

2

Please give the short particulars of the property charged.

Short particulars

TERRACE HILL GROUP PLC (Company Number SC149799)

In this Form MG01s the following terms shall have the following meanings:

"Company" means Terrace Hill Foodstores Company Limited (Company Number 07812710);

"Financial Collateral" shall have the meaning given to that expression in the Financial Collateral Regulations;

"Financial Collateral Regulations" means the Financial Collateral Arrangements (No. 2) Regulations 2003 (S.I. 2003 No. 3226);

"Loan Agreements" means any agreement which may be made by way of loan document or book entry or otherwise in respect of any loans made or to be made by the Chargor to the Company from time to time, as the same may from time to time, be restated, varied, amended, supplemented, substituted, novated or assigned, together with all documents which are supplemental to, or are expressed to be collateral with, or are entered into pursuant to or in connection with, any such agreements;

"Original Shares" means the shares described in the Schedule to the Share Charge;

"Related Rights" means in relation to any Loan Agreement:

- (a) the right to receive all moneys payable to or for the benefit of the Chargor under or in connection with that Loan Agreement;
- (b) the right to make demands under, or compel or require performance of, that Loan Agreement or otherwise exercise all rights, remedies and discretions arising under or in connection with that Loan Agreement or available at law or in equity; and
- (c) all other rights, interests and benefits whatsoever accruing to or for the benefit of the Chargor arising under or in connection with that Loan Agreement;

"Shares" means the Original Shares together with all other shares in the capital of the Company held from time to time by the Chargor.

THE SCHEDULE

THE ORIGINAL SHARES

Name of Company (including Company Number)	Number of Shares	Class of Shares	Nominal value of Shares	Percentage of issued share capital
Terrace Hill Foodstores Company Limited (Company Number 07812710)	1	Ordinary	£1	100%



FILE COPY

**CERTIFICATE OF THE REGISTRATION
OF A CHARGE**

COMPANY NO. 149799
CHARGE NO. 6

I HEREBY CERTIFY THAT A CHARGE CREATED BY TERRACE
HILL GROUP PLC

ON 30 MARCH 2012

FOR SECURING ALL SUMS DUE OR TO BECOME DUE

IN FAVOUR OF BANK OF SCOTLAND PLC

WAS DELIVERED PURSUANT TO SECTION 878 OF THE
COMPANIES ACT 2006 ON 19 APRIL 2012

GIVEN AT COMPANIES HOUSE, EDINBURGH 27 APRIL 2012



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES