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CHWP000

COMPANIES FORM No. 466(Scot)

Particulars of an instrument of alteration to a floating charge created by a company registered in Scotland

466

A fee of £10 (£13 for forms delivered on or after 1 February 2005) is payable to Companies House in respect of each register entry for a mortgage or charge.

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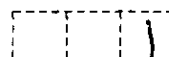
Pursuant to section 410 and 466 of the Companies Act 1985

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



SC155016

Name of company

* MacKays Ltd

* insert full name
of company

Date of creation of the charge (note 1)

5 January 1995

Description of the instrument creating or evidencing the charge or of any ancillary document which has been altered (note 1)

BOND +

Floating Charge ("the Bank Floating Charge")

Names of the persons entitled to the charge

Bank of Scotland PLC (Company number SC327000)

Short particulars of all the property charged

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

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

Bermans, Solicitors
St Stephen's House
279 Bath Street
GLASGOW G2 4JL
Ref: JHW/AW LLO/40737/12

For official use (10/03)
Charges Section

THURSDAY



SCP7DFA2
SCT 26/11/2009 16
COMPANIES HOUSE

Names, and addresses of the persons who have executed the instrument of alteration (note 2)

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write in
this margin*

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

1. MacKays Ltd (Company No. SC155016), Unit 4, James Chalmers Road, Kirkton Industrial Estate, Arbroath, Angus, DD11 3LR ("the Company");
2. Bank of Scotland PLC (Company No. SC327000), The Mound, Edinburgh EH1 1YZ ("the Bank"); and
3. Lloyds TSB Commercial Finance Limited (Company No. 733011), Boston House, The Little Green, Richmond, Surrey TW9 1QE and trading under the name of Bank of Scotland Commercial Finance ("LTSBCF").

Date(s) of execution of the instrument of alteration

1. 20 October 2009
2. 10 November 2009
3. 23 November 2009

A statement of the provisions, if any, imposed by the instrument of alteration prohibiting or restricting the creation by the company of any fixed security or any other floating charge having, priority over, or ranking pari passu with the floating charge

Any present or future standard security, floating charge or other charge granted by the Company to the Bank or LTSBCF (other than the Securities (as defined below)) shall (unless otherwise agreed in writing between the Company, the Bank and LTSBCF) not prejudice the provisions as to ranking set out below, notwithstanding any provision contained in any of the Securities or any such future charge or any rule to the contrary. The Company undertakes to each of the Bank and LTSBCF that it shall not grant any further fixed or floating charges over all or any of its assets without the prior written consent of the Bank and LTSBCF.

Short particulars of any property released from the floating charge

None

The amount, if any, by which the amount secured by the floating charge has been increased

None

A statement of the provisions, if any, imposed by the instrument of alteration varying or otherwise regulating the order of the ranking of the floating charge in relation to fixed securities or to other floating charges

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bold block lettering*

"Assets" means the whole of the property, including uncalled capital, which is or may be from time to time comprised of the property and undertaking of the Company but expressly excludes the Debts;

"Bank Charge" means the Bank Floating Charge and Standard Securities both dated 23 June 2006 and Standard Security dated 6 October 2006 by the Company in favour of the Bank;

"Contract of Sale" means a contract in any form (including a purchase order) for the sale or hire of goods and/or provision of services to a Customer under which an invoice arises;

"Customer" means a party under a Contract of Sale obliged to pay to the Company the invoice and, where the context so permits, a prospective Customer;

"Debts" means any present, future or contingent obligation (including any tax or duty) of a Customer to make payment under a Contract of Sale (whether invoiced or not) and, where the context permits, includes part of an invoice and the Related Rights; and

"LTSBCF Charge" means the floating charge by the Company in favour of LTSBCF dated 6 November 2009 over the whole property and undertaking of the Company.

"Related Rights" means:-

(i) all of the Company's rights under a Contract of Sale (including the right to damages);

(ii) all (negotiable and non-negotiable) instruments, security, bonds, guarantees and indemnities relating to an invoice;

(iii) all documents, ledgers, databases and computer files (including operating systems) recording or evidencing invoices;

(iv) all goods returned to or repossessed by the Company or rejected by a Customer and all documents of title to such goods;

(v) any credit insurance in respect of an invoice; and

(vi) any time sheets or proofs of delivery.

"Securities" means the LTSBCF Charge and the Bank Charge.

Notwithstanding (i) the terms of the Securities; (ii) the respective date or dates of their creation or of their registration; (iii) the date or dates upon which sums have been or shall be advanced to the Company by the Bank or LTSBCF; or (iv) the appointment of a liquidator, receiver, or administrator to the Company or in respect of its assets (or part thereof), the Securities shall rank in the following order of priority:-

Continuation of the statement of the provisions, if any, imposed by the instrument of alteration varying or otherwise regulating the order of the ranking of the floating charge in relation to fixed securities or to other floating charges

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this margin*

(a) In respect of the Assets:-

- (i) First the Bank Charge for all sums secured thereunder together with interest, costs, charges and expenses thereon;
- (ii) Second, the LTSBCF Charge for all sums secured thereunder together with interest, costs, charges and expenses thereon.

*Please complete
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(b) In respect of the Debts:-

- (i) First, the LTSBCF Charge in respect of all sums secured thereunder together with interest, costs, charges and expenses thereon;
- (ii) Second, the Bank Charge in respect of all sums secured thereunder together with interest, costs, charges and expenses thereon.

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

Signed Banerjee Date 25 November 2009

On behalf of [company] [chargee]†

Notes

1. A description of the instrument e.g. "Instrument of Charge" "Debenture" etc as the case may be, should be given. For the date of creation of a charge see section 410(5) of the Companies Act.
2. In accordance with section 466(1) the instrument of alteration should be executed by the company, the holder of the charge and the holder of any other charge (including a fixed security) which would be adversely affected by the alteration.
3. A certified copy of the instrument of alteration, 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 execution of that instrument.
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 £10 (£13 for forms delivered on or after 1 February 2005) 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 Registration Office, 37 Castle Terrace, Edinburgh EH1 2EB
DX 235 Edinburgh or LP - 4 Edinburgh 2

† delete as
appropriate



FILE COPY

**CERTIFICATE OF THE REGISTRATION
OF AN ALTERATION TO A FLOATING CHARGE**

COMPANY NO. 155016

CHARGE NO. 1

I HEREBY CERTIFY THAT PARTICULARS OF AN INSTRUMENT
OF ALTERATION DATED 23 NOVEMBER 2009

WERE DELIVERED PURSUANT TO SECTION 878 OF THE
COMPANIES ACT 2006
ON 26 NOVEMBER 2009

THE INSTRUMENT RELATES TO A CHARGE CREATED ON 5
JANUARY 1995

BY MACKAY'S LTD.

IN FAVOUR OF
THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND
FOR SECURING ALL SUMS DUE OR TO BECOME DUE

GIVEN AT COMPANIES HOUSE, EDINBURGH 27 NOVEMBER 2009



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES