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COMPANIES FORM No. 410(Scot)

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

# 410

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

CHFP025

Please do not  
write in this  
margin

Pursuant to section 410 of the Companies Act 1985

COMPANIES HOUSE  
**FEE PAID**  
EDINBURGH

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

113

SC161800

Name of company

\* Atesta Group Limited

Date of creation of the charge (note 1)

21 December 2005

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

Floating Charge

Amount secured by the charge

See attached Rider A

Names and addresses of the persons entitled to the charge

The Royal Bank of Scotland plc, 36 St Andrew Square, Edinburgh EH2 2YB

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

Dickson Minto WS

16 Charlotte Square

Edinburgh EH2 4DF

DX ED199 0131-225-4455

R008/173/MFH/AJP/CJM

Doc. Ref.: atesta.lpd

For official use (10/03)

Charges Sec\*

8CT 8M3T68SJ 0111  
COMPANIES HOUSE 04/01/06

Short particulars of all the property charged.

See attached Rider B

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legibly, preferably  
in black type, or  
bold block

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 attached Rider C

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 Dickson Muirto Date 29 December 2005  
On behalf of [XXXXXXXXXX] [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. 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

† delete as  
appropriate

# **ATESTA GROUP LIMITED**

**(Registered Number SC161800)**

## **RIDER A - FORM 410 (FLOATING CHARGE)**

### **Amount secured by the charge**

All the Company's liabilities to the Bank of any kind and in any currency (whether present or future actual or contingent and whether incurred alone or jointly with another) together with the Bank's charges and commission, Interest and Expenses.

Where:-

"Bank"	means The Royal Bank of Scotland plc, (Registered Number 90312) having its registered office at 36 St Andrew Square, Edinburgh EH2 2YB;
"Company"	means Atesta Group Limited, Company Number SC161800, a company incorporated in Scotland having its registered office at Addiston Mains, Ratho, Midlothian EH28 8NT;
"Company's Obligations"	means the amount secured by the Floating Charge as set out in this Rider A;
"Expenses"	means all expenses (on a full indemnity basis) properly incurred by the Bank or any Receiver or any administrator at any time in connection with the Property or the Company's Obligations or in taking or perfecting the Floating Charge or in assigning, discharging, preserving, defending or enforcing the security created by the Floating Charge or in exercising any power under the Floating Charge or otherwise with interest from the date they are paid by the Bank or any Receiver;
"Interest"	means interest at the rate(s) charged to the Company by the Bank from time to time; and
"Property"	means the whole and any part of the property charged by Clause 2 of the Floating Charge.

OM

# **ATESTA GROUP LIMITED**

**(Registered Number SC161800)**

## **RIDER B - FORM 410 (FLOATING CHARGE)**

### **Short particulars of all the property charged**

1. The whole of the property (including uncalled capital) which is or may be from time to time while the Floating Charge is in force comprised in the property and undertaking of the Company.
2. Paragraph 14 of Schedule B1 to the Insolvency Act 1986 applies to the floating charge created by the Floating Charge.
3. In addition to any lien or right to which the Bank may be entitled by law the Bank may from time to time without notice and both before and after demand set off the whole or any part of the Company's Obligations against any deposit or credit balance on any account of the Company with the Bank (whether or not that deposit or balance is due to the Company).

Terms defined in Rider A shall have the same meaning in this Rider B.

## **ATESTA GROUP LIMITED**

**(Registered Number SC161800)**

### **RIDER C - FORM 410 (FLOATING CHARGE)**

#### **Statement as to any restrictions on power to grant further securities and any ranking provision**

1. Unless otherwise agreed in writing by the Bank, the Floating Charge shall, subject to Section 464(2) of the Companies Act 1985 and to paragraph 2 below, rank in priority to any fixed security and any other floating charge which shall be executed by the Company after the execution of the Floating Charge.
2. Any fixed security granted by the Company in favour of the Bank either before or after the Company's execution of the Floating Charge shall in all respects rank in priority to the Floating Charge.
3. Except with the previous written consent of the Bank or as permitted in terms of the Facility Agreement, the Company will not create or permit to arise any fixed security or floating charge or lien (including in each case one which ranks after the Floating Charge as well as one which has priority over and ranks pari passu with the Floating Charge) on any of the Property and will ensure that no Subsidiary of the Company will create or permit to arise any fixed security of floating charge or lien on any of its undertaking, property, assets or rights other than in each case in favour of the Bank.

Where:-

"Facility Agreement"

means the term loan and revolving credit facility agreement between Atesta Holdings Limited (Company Number SC285957) and the Bank dated on or around the date of the Floating Charge (as amended, varied, supplemented, restated or novated from time to time);

"Subsidiary"

has the meaning given in Section 736 of the Companies Act 1985.

Terms defined in Riders A and B shall have the same meaning in this Rider C.

DM



**CERTIFICATE OF THE REGISTRATION  
OF A CHARGE**

Company number 161800

I hereby certify that a charge created by

ATESTA GROUP LIMITED

on 21 DECEMBER 2005

for securing ALL SUMS DUE, OR TO BECOME DUE

in favour of THE ROYAL BANK OF SCOTLAND plc

was delivered pursuant to section 410 of the Companies Act, 1985,  
on 4 JANUARY 2006 given at Companies House, Edinburgh  
6 JANUARY 2006



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



**THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES**