

# MG01s

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

Oyez

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

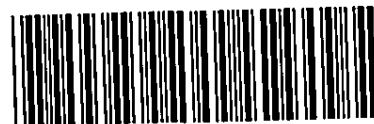
You may use this form to register  
particulars of a charge created by a  
Scottish company.



### What this form is NOT for

You cannot use this form to register  
particulars of a mortgage or charge  
created by a company in England  
and Wales or Northern Ireland.  
If this, please use form MG01.

THURSDAY



\*S11T9NOY\*

SCT

02/02/2012

#247

COMPANIES HOUSE

For official use

1

### Company details

Company number

S C 1 6 6 8 3 5

Company name in full

Rise and Shine (Television) Limited (the "Company")

### Filling in this form

Please complete in typescript or in  
bold black capitals.

All fields are mandatory unless  
specified or indicated by \*

2

### Date of creation of charge

Date of creation

1 9 0 1 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

Bond and Floating Charge (the "Charge")

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### Amount secured

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

Amount secured

All moneys and all obligations and liabilities now  
or hereafter due, owing or incurred by the Obligors  
to the Secured Parties whether express or implied,  
present, future or contingent, joint or several,  
incurred as principal or surety, originally owing  
to the Secured Parties or otherwise acquired by the  
Secured Parties, denominated in whatever currency  
or incurred on any banking account or in any manner  
whatsoever (i) under the Finance Documents (as  
defined in the Facilities Agreement) and all  
liabilities under or in connection with foreign  
exchange transactions, swaps and other derivative  
transactions, the acceptance, endorsement,  
issuance, confirmation or discounting of or payment  
under any notes or bills, bonds,  
Please see Continuation Page for further details.

### 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 Barclays Bank plc as Security Agent (the "Security Agent")

Address 1 Churchill Place

London

Postcode E 1 4 5 H P

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

The Company, being a company incorporated in Scotland, as security for the payment and discharge of all the Secured Obligations has granted in favour of the Security Agent a floating charge over the whole of the Charged Assets.

"Charged Assets" means the whole of the property (including uncalled capital) which is or may be from time to time while the Charge is in force comprised in the property and undertaking of the Company.

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

The Company has agreed that any fixed security granted by the Company in favour of the Security Agent (whether before or after the Charge) shall rank in priority to the floating charge created by the Charge.

In the event that the Company grants or creates any fixed security or floating charge in breach of the prohibition in clause 3.2 of the Charge or with the consent of the Security Agent under clause 3.2 of the Charge but with no written agreement of the Security Agent as to the ranking of them, the Charge shall rank in priority to that fixed security or floating charge.

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

N/A

## 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

Please sign the form here.

Signature

Signature

X   X

### 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  
Kirsty MacKay (Ref: BAR011.0204)

Company name

Address  
DUNDAS & WILSON CS LLP

191 WEST GEORGE STREET

GLASGOW

Post town  
G2 2LD

County/Region

Postcode

Country

DX 561475 Glasgow 16

Telephone  
0141 304 6238



## 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:

- ☐ The company name and number match the information held on the public Register.
- ☐ You have included a certified copy of the deed (if any) with this form.
- ☐ You have entered the date the charge was created.
- ☐ You have supplied the description of the instrument.
- ☐ You have given details of the amount secured by the chargee.
- ☐ You have given details of the mortgagee(s) or person(s) entitled to the charge.
- ☐ You have entered the short particulars of all the property charged.
- ☐ You have signed the form.
- ☐ 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](http://www.companieshouse.gov.uk) or email [enquiries@companieshouse.gov.uk](mailto: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](http://www.companieshouse.gov.uk)

4	Amount secured	
	Please give us details of the amount secured by the charge.	
Amount secured	<p>guarantees, indemnities, documentary or other credits, or any instruments whatsoever from time to time entered into by a Secured Party for an Obligor or at an Obligor's request and interest (as well after as before judgment) to date of payment at such rates and upon such terms as may from time to time be agreed and all commission, fees, expenses and other charges and all legal and other costs on a full and unqualified indemnity basis, when the same become due for payment or discharge or (ii) in relation to any Direct Debit originator guarantee provided by any Secured Party on behalf of any Obligor, and under any BACS facilities, CHAPS facilities, International Payment Processing facilities, COL International Payment facilities, COL Sterling Payment facilities or Settlement facilities made available to any Obligor by any Secured Party (howsoever any are detailed) (the "<b>Secured Obligations</b>").</p> <p>"<b>Facilities Agreement</b>" is the facilities agreement dated on 19 January 2012 made between (1) STV Group plc as Borrower (2) the subsidiaries of STV Group plc listed therein as original guarantors (3) Bank of Scotland plc, Barclays Corporate (the corporate banking division of the Security Agent) and Santander UK plc as mandated lead arrangers (4) Bank of Scotland plc, the Security Agent and Santander UK plc as lenders (5) the Security Agent as agent of the other Finance Parties (as defined therein) (6) the Security Agent as security trustee for the Secured Parties (7) Bank of Scotland plc, the Security Agent and Santander UK plc as hedging banks for the purposes of the Hedging Agreements (as defined therein) and (8) Bank of Scotland plc as documentation bank, pursuant to which the original lenders thereunder have agreed to make available to the Borrower a £37,500,000 term loan facility and a £32,500,000 revolving credit facility as that agreement may from time to time be amended, varied, novated, supplemented or replaced including, without limitation, by the increase or extension of maturity of the facilities.</p> <p>"<b>Obligor</b>" has the meaning given to it in the Facilities Agreement</p> <p>"<b>Secured Party</b>" has the meaning given to it in the Facilities Agreement</p>	

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## 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.

Name

Address

Postcode

Name

Address

Postcode

Name

Address

Postcode

Name

Address

Postcode

Name

Address

Postcode

Name

Address

Postcode

Name

Address

Postcode

Name

Address

Postcode

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<b>6</b> Short particulars of all the property charged	
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<b>6</b> Short particulars of all the property charged	Please give the short particulars of the property charged.
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<b>6</b> Short particulars of all the property charged	Please give the short particulars of the property charged.
Short particulars	



## MG01s - continuation page

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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 <sup>(1)</sup>

<sup>(1)</sup> 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.



**FILE COPY**

**CERTIFICATE OF THE REGISTRATION  
OF A CHARGE**

COMPANY NO. 166835

CHARGE NO. 4

I HEREBY CERTIFY THAT A CHARGE CREATED BY RISE &  
SHINE (TELEVISION) LIMITED

ON 19 JANUARY 2012

FOR SECURING ALL SUMS DUE OR TO BECOME DUE

IN FAVOUR OF BARCLAYS BANK PLC

WAS DELIVERED PURSUANT TO SECTION 878 OF THE  
COMPANIES ACT 2006 ON 2 FEBRUARY 2012

GIVEN AT COMPANIES HOUSE, EDINBURGH 6 FEBRUARY 2012



*Companies House*  
— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES