

MG01s

Particulars of a charge created by a company registered in Scotland



A fee is payable with this form.

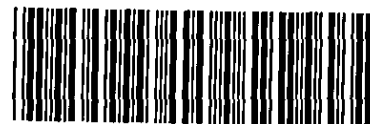
We will not accept this form unless you send the correct fee.

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 is the case, please use form MG01.

TUESDAY



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26/01/2010

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COMPANIES HOUSE

1 Company details

Company number S C 1 9 5 5 3 9

Company name in full Auchencarroch Energy Limited (the "Company")

For official use

→ **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 d0 d5 m0 m1 y2 y0 y1 y0

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 "Floating Charge")

4 Amount secured

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

Amount secured

~~The Secured Obligations:~~
ALL Sums due...

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 Fortis Bank, UK Branch as agent and security trustee for itself and the other

Address Finance Parties

5 Aldermanbury Square, London (the "Security Trustee")

Postcode E C 2 V 7 H R

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 Company, in security for the payment or discharge of the Secured Obligations, grants a floating charge in favour of the Security Trustee over the Assets.

2. The charge created by the Floating Charge is a qualifying floating charge, and paragraph 14 of Schedule B1 to the Insolvency Act 1986 applies to the Floating Charge and the Security Trustee may appoint an Administrator of the Company pursuant to that paragraph.

In this form MG01s:

"Assets" means the whole of the property, assets and undertaking (including uncalled capital) from time to time of the Company.

"Facilities Agreement" means the £117,000,000 facilities agreement dated 23 January 2007 between the Borrower, the Security Trustee and the Financial Institutions (as defined therein) as it may from time to time be amended restated, novated or replaced (however fundamentally including by an increase of any size in the amount of the facilities made available under it, the alteration of the nature, purpose or period of those facilities or the change of its parties).

"Finance Parties" shall have the meaning given to it in the Facilities Agreement.

"Fixed Security" shall have the meaning given to it in section 486 of the Companies Act 1985

"Obligations" means in relation to a person, means all obligations or liabilities of any kind of that person from time to time, whether they are:

- (a) to pay money or to perform (or not to perform) any other act;
- (b) express or implied;
- (c) present, future or contingent;
- (d) joint or several;
- (e) incurred as a principal or surety or in any other manner; or

originally owing to the person claiming performance or acquired by that person from someone else;

"Secured Obligations" means the Obligations undertaken to be paid or discharged in clause 2 (*Undertaking To Pay*) of the Floating Charge.

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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 ¹

This Floating Charge shall, subject to section 464(2) of the Companies Act 1985, rank in priority to any Fixed Security (other than any Fixed Security granted by the Company in favour of the Security Trustee which shall rank in priority to this Floating Charge) and to any other floating charge.

The Company shall not, without the prior written consent of the Security Trustee, create or permit to exist any Fixed Security or floating charge over all or any part of the Assets which ranks in priority to or equally with this Floating Charge except for any Fixed Security granted by the Company in favour of the Security Trustee.

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.

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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

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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.

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Signature ²

Please sign the form here.

Signature

Signature

X



X

² Signature

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

**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 CEG/CEXM/FOR/0109/00002

Company name
Maclay Murray & Spens LLP

Address

Post town

County/Region

Postcode E H 3 9 E P

Country

DX DX ED137 Edinburgh

Telephone 0131 228 7118

**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,
First Floor, Waterfront Plaza, 8 Laganbank Road,
Belfast, Northern Ireland, BT1 3BS.
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



FILE COPY

**CERTIFICATE OF THE REGISTRATION
OF A CHARGE**

COMPANY NO. 195539
CHARGE NO. 10

I HEREBY CERTIFY THAT A CHARGE CREATED BY
AUCHENCARROCH ENERGY LIMITED

ON 5 JANUARY 2010

FOR SECURING ALL SUMS DUE OR TO BECOME DUE

IN FAVOUR OF FORTIS BANK

WAS DELIVERED PURSUANT TO SECTION 878 OF THE
COMPANIES ACT 2006 ON 26 JANUARY 2010

GIVEN AT COMPANIES HOUSE, EDINBURGH 3 FEBRUARY 2010



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES