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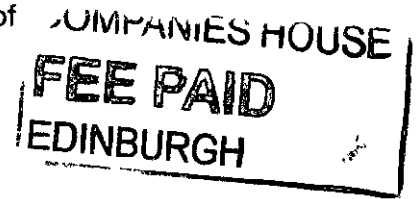
CHWP000

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



Please do not write in this margin

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

[] [5]

SC207134

Name of company

* NEUK HOTELS LIMITED

* insert full name of company

Date of creation of the charge (note 1)

7 AUGUST 2003

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

FLOATING CHARGE

Names of the persons entitled to the charge

SCOTTISH & NEWCASTLE UK LIMITED
2 4 BROADWAY PARK,
SOUTH GYLE BROADWAY,
EDINBURGH
EH12 9JZ

(FORMERLY SCOTTISH COORAGE)

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 THIS INSTRUMENT IS IN FORCE COMPRISED IN THE COMPANY'S PROPERTY AND UNDERTAKING

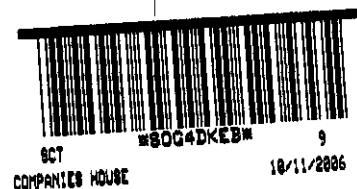
Presenter's name address and reference (if any)

CG/SCOT19/002374
GOLDS
SOLICITORS
DX GW40
GLASGOW

For official use (06/2005)

Charges Section

Post room



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

1 NEUK HOTELS LIMITED THISTLE COURT, 1 2 THISTLE STREET, EDINBURGH
2 AIB GROUP (UK) PLC 4 QUEEN'S SQUARE, BELFAST
3 SCOTTISH & NEWCASTLE UK LIMITED 2 4 BROADWAY PARK, SOUTH GYLE BROADWAY,
EDINBURGH

*Please do not
write in
this margin*

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

Date(s) of execution of the instrument of alteration

26 SEPTEMBER, 13 AND 23 OCTOBER ALL 2006

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

Short particulars of any property released from the floating charge

N/A

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

N/A

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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write in
this margin*

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

SEE PAPER APART

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

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

Signed G. Golds Date 8/11/06
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 £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 Registration Office, 37 Castle Terrace, Edinburgh EH1 2EB
DX 235 Edinburgh or LP 4 Edinburgh 2

† delete as
appropriate

PAPER APART

(FIRST) NEUK HOTELS LIMITED (formerly Maple Leaf (Scotland) Limited conform to Certificate of Incorporation on Change of Name dated 14 October 2004), a company incorporated under the Companies Acts (Company Number SC207134) and having their Registered Office formerly at 19 Lansdowne Crescent, Edinburgh and now at Macdonald Thistle Limited, Thistle Court, 1 2 Thistle Street, Edinburgh, EH2 1DD (“**the Borrower**”)

(SECOND) AIB GROUP (UK) p.l.c. (Registered Number NI18800) and having its Registered Office at 4 Queen’s Square, Belfast, BT1 3DJ (“**the Bank**”)

(THIRD) SCOTTISH & NEWCASTLE UK LIMITED (formerly Scottish Courage Limited conform to Certificate of Incorporation on Change of Name dated 31 January 2006), incorporated under the Companies Acts (Company Number SC065527) and having their Registered Office formerly at 33 Ellersly Road, Edinburgh and now at 2 4 Broadway Park, South Gyle Broadway, Edinburgh, EH12 9JZ (“**the Company**”)

Definitions

1 In this Ranking Agreement, the following words and expressions shall have the meanings respectively ascribed to them

- (a) “the Property” means ALL and WHOLE the subjects known as and forming the Smugglers Inn, High Street East, Anstruther, KY19 3DQ together with the ground pertaining thereto, which subjects are on the lower ground, ground and first floor levels and form Part and Portion of ALL and WHOLE the subjects on the southeast side of High Street, Anstruther and on the north east side of The Loan, Anstruther registered in the Land Register of Scotland under Title Number FFE31048
- (b) “the Bank Security” means the Standard Security granted by the Borrower in favour of the Bank over the Property and dated 26th September 2006 and registered or about to be registered in the Land Register of Scotland
- (c) “the Bank Floating Charge” means the Floating Charge granted by the Borrower over the whole property and undertaking of the Borrower including uncalled capital in favour of the Bank dated 26th September 2006 and registered or about to be registered in the Register of Charges
- (d) “the Company Security” means the Standard Security granted by the Borrower in favour of

the Company over the Property registered or about to be registered in the Land Register of Scotland

- (e) "the Company Floating Charge" means the Floating Charge granted by the Borrower over the whole property and undertaking of the Borrower including uncalled capital in favour of the Company dated 7 August 2003 and registered in the Register of Charges on 26 August 2003
- (f) "the Bank Security Limit" means a maximum of Three hundred and Forty thousand pounds (£340,000) STERLING of principal together with twelve months interest thereon and expenses, costs and charges
- (g) "Standard Securities" means the Bank Security and the Company Security,
- (h) "Floating Charges" means the Bank Floating Charge and the Company Floating Charge

Ranking Provisions

- 3 The respective sums secured under the Bank Security, the Company Security, the Company Floating Charge and the Bank Floating Charge shall rank on the property and on the rents thereof and on the proceeds thereof and on any part thereof in the event of a sale of the same in the following order of priority
- (a) The Bank Security to the extent of the Bank Security Limit,
 - (b) The Company Security to the extent of the whole sums secured thereby,
 - (c) The Bank Security for any sums not recovered under Paragraph 3(a) above,
 - (d) The Bank Floating Charge to the extent of the Bank Security Limit,
 - (e) The Company Floating Charge to the extent of the whole sums secured thereby, and
 - (f) The Bank Floating Charge for any sums not recovered under Paragraph 3(d) above

FILE COPY



CERTIFICATE OF THE REGISTRATION OF AN ALTERATION TO A FLOATING CHARGE

Company number 207134

I hereby certify that particulars of an instrument of alteration dated
23 OCTOBER 2006

were delivered pursuant to section 410 of the Companies Act, 1985,
on 10 NOVEMBER 2006.

The instrument relates to a charge created on 7 AUGUST 2003

by NEUK HOTELS LIMITED

in favour of SCOTTISH COURAGE LIMITED

for securing ALL SUMS DUE, OR TO BECOME DUE

Given at Companies House, Edinburgh
14 NOVEMBER 2006



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

