

# 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 re-  
gister particulars of a mortgage or ch-  
arge created by a company in Engla-  
nd and Wales or Northern Ireland.  
this, please use form MG01.



SCT 14/06/2011 763  
COMPANIES HOUSE

<b>1 Company details</b>		<b>28</b> For official use
Company number	S C 2 2 2 3 4 0	<b>→ Filling in this form</b> Please complete in typescript or in bold black capitals.  All fields are mandatory unless specified or indicated by *
Company name in full	Scarborough Group Developments Limited (the "Chargor")	
<b>2 Date of creation of charge</b>		
Date of creation	06 06 2011	
<b>3 Description</b>		
Please give a description of the instrument (if any) creating or evidencing the charge e.g. 'Standard security', 'Floating charge' etc.		
Description	Standard security (the "Standard Security")	
<b>4 Amount secured</b>		
Please give us details of the amount secured by the charge.		<b>Continuation page</b> Please use a continuation page if you need to enter more details.
Amount secured	All present and future indebtedness, moneys, obligations and liabilities of each Guarantor and the Chargor to the Refinancing Fee Beneficiary under the Refinancing Fee Documents (including this Standard Security), in whatever currency denominated, whether actual or contingent and whether owed jointly or severally or as principal or as surety or in some other capacity, together with all Expenses and all interest under Clause 2.2 of the Standard Security.  See continuation sheet for definitions.	

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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	Bank of Scotland plc as security trustee for the
Address	Refinancing Fee Beneficiary (the "Security Trustee") The Mound, Edinburgh
Postcode	E H 1 1 Y Z
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

All and whole the property or properties described in the Schedule (a copy of which is attached to this Form MG01s and describes the subjects known as 7, 9, 11, 13, 15 and 17 Union Street and 33, 35, 37, 39 and 41 Baron Taylor's Street, Inverness) or such of them as shall for the time being remain subject to this Standard Security including all buildings, erections and fixtures and fittings and fixed plant for the time being thereon and all improvements and additions thereto and all servitudes and other heritable rights appurtenant thereto subject to and with the benefit of all leases, underleases, tenancies, agreements for lease, rights, burdens and conditions affecting the same but otherwise free from security.

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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

N/A

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.

## 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

None

**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 <sup>2</sup>**

Please sign the form here.

Signature

Signature

X 

X

FOR AND ON BEHALF OF  
WILKINSON GREEN & SUTHERLAND

**<sup>2</sup> Signature**

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

CHFP025  
03/11 Version 5.0

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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 HAFH/CEXM/BAN/13/4472

Company name  
Maclay Murray & Spens LLP

Address Quatermile One

15 Lauriston Place

Post town Edinburgh

County/Region

Postcode E H 3 9 E P

Country United Kingdom

DX DX ED137 Edinburgh

Telephone 0131 228 7000

### 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)

## MG01s - continuation page

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### Amount secured

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

#### Amount secured

Definitions:-

"Expenses" shall have the meaning given to it in clause 16.1 of the Standard Security.

"Facilities Agreement" shall mean the facilities agreement dated on or around the date of the Standard Security and made between (1) Scarborough Group Holdings Limited, (2) the subsidiaries of Scarborough Group Holdings Limited listed in Part I of Schedule 1 to the Facilities Agreement as original guarantors, (3) Bank of Scotland plc as mandated lead arranger, (4) the financial institutions listed in Parts II and III of Schedule 1 to the Facilities Agreement as lenders, (5) Bank of Scotland plc as agent of the other Finance Parties (as defined therein) and (6) the Security Trustee.

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

"Guarantor" shall have the meaning given to it in the Refinancing Fee Agreement.

"Refinancing Fee Agreement" shall mean the refinancing fee agreement dated on or around the date of the Standard Security and made between (1) Scarborough Group Holdings Limited (2) the Guarantors and (3) Bank of Scotland plc as bank.

"Refinancing Fee Beneficiary" shall have the meaning given to it in the Facilities Agreement.

"Refinancing Fee Documents" shall have the meaning given to it in the Facilities Agreement.

THIS IS THE SCHEDULE REFERRED TO IN THE FOREGOING FORM MG01s REGARDING THE GRANTING OF A STANDARD SECURITY OVER THE PROPERTY KNOWN AS 7, 9, 11, 13, 15 AND 17 UNION STREET AND 33-37 AND 39-41 BARON TAYLOR STREET, INVERNESS

**SCHEDULE - PROPERTY**

ALL and WHOLE the subjects known as and forming 7, 9, 11, 13, 15 and 17 Union Street and 33, 35, 37, 39 and 41 Baron Taylor's Street, Inverness registered in the Land Register of Scotland under Title Number INV7030.



**FILE COPY**

**CERTIFICATE OF THE REGISTRATION  
OF A CHARGE**

**COMPANY NO. 222340**

**CHARGE NO. 28**

**I HEREBY CERTIFY THAT A CHARGE CREATED BY  
SCARBOROUGH GROUP DEVELOPMENTS LIMITED**

**ON 6 JUNE 2011**

**FOR SECURING ALL SUMS DUE OR TO BECOME DUE**

**IN FAVOUR OF BANK OF SCOTLAND PLC**

**WAS DELIVERED PURSUANT TO SECTION 878 OF THE  
COMPANIES ACT 2006 ON 14 JUNE 2011**

**GIVEN AT COMPANIES HOUSE, EDINBURGH 16 JUNE 2011**



*Companies House*  
— the official —



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