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CHFP041

COMPANIES FORM No. 466(Scot)

**Particulars of an instrument of  
alteration to a floating charge created  
by a company registered in Scotland**039274/13  
**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

To the Registrar of Companies  
(Address overleaf - Note 6)

For official use

Company number

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

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SC224044

Name of company

\*Vico Investment Properties Limited

\* insert full name  
of company

Date of creation of the charge (note 1)

27 June 2006

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

Bank of Scotland plc formerly The Governor and Company of the Bank of  
Scotland (SC327000)

Short particulars of all the property charged

The whole of the Property (including uncalled capital) which is or may be  
from time to time comprised in the property and undertaking of the  
Borrower.Presenter's name address and  
reference (if any):Dundas & Wilson CS LLP  
Saltire Court  
20 Castle Terrace  
Edinburgh EH1 2EN

For official use (05/2009)

Charge

WEDNESDAY



SCT

\*S1AZL2J7\*

13/06/2012

#203

COMPANIES HOUSE

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

Please do not  
write in  
this margin

VICO INVESTMENT PROPERTIES LIMITED, 2nd Floor, 150 West George Street,  
Glasgow G2 2HG (the **Borrower**);

BANK OF SCOTLAND PLC, The Mound, Edinburgh EH1 1YZ (**BoS**); and

NORTHERN BANK LIMITED, Donegall Square West, Belfast, BT1 6JS (**Northern  
Bank**).

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

Date(s) of execution of the instrument of alteration

10, 16 and 24 May 2012

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

Save as referred to in the Agreement, the Borrower shall not grant any further fixed or floating charge or security over its assets or any part thereof including its heritable, real or leasehold property without the written consent of the Creditors and the Creditors expressly, by their execution of this Agreement, consent to this provision notwithstanding the terms of the Charges or any of them.

Please see Paper Apart for definitions.

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

Please do not  
write in  
this margin

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

The BoS Charges and the Northern Bank Standard Security shall rank in the following order of priority, namely:

- A. the BoS Charges to the extent of the BoS Priority Debt;
- B. the Northern Bank Standard Security to the extent of all sums secured thereby without limit; and
- C. the BoS Charges to the extent of any sum secured thereby in excess of the BoS Priority Debt.

Please see Paper Apart for definitions.

Continued Over

COM466/3

Continuation of the 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

Please do not write in this margin

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)

† delete as appropriate

Signed

On behalf of ~~company~~ [chargee]

For and on behalf of Dundee & Wilmshurst Ltd Date 13 June 2012

#### 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, 139 Fountainbridge, Edinburgh, EH3 9FF. DX 235 Edinburgh or LP - 4 Edinburgh 2

This is Paper Apart to the foregoing form 466 relative to the ranking agreement among Vico Investment Properties Limited, Bank of Scotland plc and Northern Bank Limited dated 10, 16 and 24 May 2012

### **Definitions**

**Agreement** means the ranking agreement among the Borrower, BoS and Northern Bank dated 10, 16 and 24 May 2012;

**BoS Charges** means the BoS Floating Charge and the BoS Standard Security

**BoS Floating Charge** means the bond and floating charge granted by the Borrower in favour of The Governor and Company of the Bank of Scotland (and from whom BoS acquired rights in terms of (One) the HBOS Group Reorganisation Act 2006; and (Two) the notice in the Edinburgh Gazette dated 17 August 2007 pursuant to the said 2006 Act) dated 27 June and registered with the Register of Companies on 12 July both dates of 2006;

**BoS Priority Debt** means the aggregate of the sums secured by the BoS Charges not exceeding the sum of TWO HUNDRED AND TWENTY THOUSAND POUNDS STERLING (£220,000), together with interest, outlays, costs, charges and expenses payable thereon secured by the BoS Charges;

**BoS Standard Security** means the standard security by the Borrower in favour of The Governor and Company of the Bank of Scotland (and from whom BoS acquired rights in terms of (One) the HBOS Group Reorganisation Act 2006; and (Two) the notice in the Edinburgh Gazette dated 17 August 2007 pursuant to the said 2006 Act) in respect of the Subjects registered in the Land Register of Scotland on 11 July 2006;

**Charges** means the BoS Charges and the Northern Bank Standard Security and **Charge** shall mean any one of them;

**Creditors** means BoS and Northern Bank and **Creditor** shall mean either of them;

**Northern Bank Standard Security** means the standard security by the Borrower in favour of Northern Bank in respect of the Subjects dated on or around the date of the Agreement and to be registered at the Land Register of Scotland; and

**Subjects** means ALL and WHOLE the subjects known as Portland Gate, Portland Street, Kilmarnock registered in the Land Register of Scotland under Title Numbers AYR4630 and AYR6534.



**FILE COPY**

**CERTIFICATE OF THE REGISTRATION  
OF AN ALTERATION TO A FLOATING CHARGE**

COMPANY NO. 224044

CHARGE NO. 1

I HEREBY CERTIFY THAT PARTICULARS OF AN INSTRUMENT  
OF ALTERATION DATED 24 MAY 2012

WERE DELIVERED PURSUANT TO SECTION 878 OF THE  
COMPANIES ACT 2006  
ON 13 JUNE 2012

THE INSTRUMENT RELATES TO A CHARGE CREATED ON 27  
JUNE 2006

BY VICO INVESTMENT PROPERTIES LIMITED

IN FAVOUR OF  
THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND  
FOR SECURING ALL SUMS DUE OR TO BECOME DUE

GIVEN AT COMPANIES HOUSE, EDINBURGH 13 JUNE 2012



*Companies House*  
— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES