

MG01s

Particulars of a charge created by a company registered in Scotland



COMPANIES HOUSE
FEE PAID

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

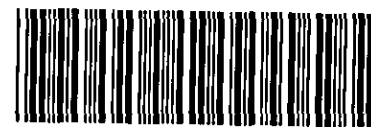
You may use this form to register
particulars of a charge created by a
Scottish company.



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. To do
this, please use form MG01.

FRIDAY



SDUQRE5Z

SCT

16/10/2009

130

COMPANIES HOUSE

1

Company details

Company number

S C 2 4 7 7 5 3

Company name in full

BEN EVER ESTATES LIMITED (THE "CHARGOR")

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

d1 d3 m1 m0 y2 y0 y0 y9

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

ALL PRESENT AND FUTURE OBLIGATIONS AND LIABILITIES
(WHETHER ACTUAL OR CONTINGENT, WHETHER OWED JOINTLY
OR SEVERALLY, AS PRINCIPAL OR SURETY OR IN ANY
OTHER CAPACITY WHATSOEVER) OF THE **OBLIGORS** TO THE
FINANCE PARTIES (OR ANY OF THEM) UNDER EACH OF THE
FINANCE DOCUMENTS (AND WHETHER ORIGINALLY OWING TO
THAT FINANCE PARTY OR PURCHASED OR ACQUIRED BY THAT
FINANCE PARTY), EXCEPT FOR ANY OBLIGATION OR
LIABILITY WHICH, IF IT WERE SO INCLUDED, WOULD
RESULT IN THE FLOATING CHARGE CONTRAVENING ANY LAW
(THE "**SECURED OBLIGATIONS**")

SEE CONTINUATION SHEET FOR DEFINITIONS.

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	BANK OF SCOTLAND PLC (AS AGENT AND SECURITY TRUSTEE FOR
Address	EACH OF THE FINANCE PARTIES) (THE "SECURITY AGENT")
	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

"CHARGED ASSETS" MEANS THE WHOLE OF THE PROPERTY, ASSETS AND UNDERTAKING (INCLUDING UNCALLED CAPITAL) FROM TIME TO TIME OF THE CHARGOR.

THE CHARGOR GRANTS A FLOATING CHARGE IN FAVOUR OF THE SECURITY AGENT OVER THE CHARGED ASSETS.

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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

1. THE FLOATING CHARGE CREATED BY CLAUSE 3.2 (FLOATING CHARGE) OF THE 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 CHARGOR IN FAVOUR OF THE SECURITY AGENT WHICH SHALL RANK IN PRIORITY TO THE FLOATING CHARGE CREATED BY CLAUSE 3.2 (FLOATING CHARGE) OF THE FLOATING CHARGE AND TO ANY OTHER FLOATING CHARGE.

2. THE CHARGOR SHALL NOT, WITHOUT THE PRIOR WRITTEN CONSENT OF THE SECURITY AGENT, CREATE OR PERMIT TO EXIST ANY FIXED SECURITY OR FLOATING CHARGE OVER ALL OR ANY PART OF THE CHARGED ASSETS WHICH RANKS IN PRIORITY TO OR EQUALLY WITH THE FLOATING CHARGE CREATED BY CLAUSE 3.2 (FLOATING CHARGE) OF THE FLOATING CHARGE EXCEPT FOR (A) ANY FIXED SECURITY GRANTED BY THE CHARGOR IN FAVOUR OF THE SECURITY AGENT, OR (B) THE EXISTING SECURITY.

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.

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

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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.

10

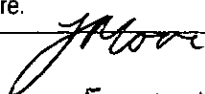
Signature ②

Please sign the form here.

Signature

Signature

X



For and on behalf of Maclay Murray & Spens LLP

② 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 LEKS/TZM/BAN/13/4060

Company name Maclay Murray & Spens LLP

Address QUARTERMILE ONE

15 LAURISTON PLACE

Post town EDINBURGH

County/Region

Postcode E H 3 9 E P

Country UK

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,
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

MG01s - continuation page

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Amount secured

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

Amount secured

IN THIS FORM MG01s:

"BORROWER" MEANS BONNYTOUN ESTATES LIMITED (REGISTERED NUMBER SC209779) HAVING ITS REGISTERED OFFICE AT LOHCOTE, LOHCOTE ESTATES, LINLITHGOW, WEST LOTHIAN EH49 6QE.

"EXISTING SECURITY" HAS THE MEANING GIVEN TO THAT TERM IN THE SENIOR FACILITIES AGREEMENT.

"FINANCE PARTIES" MEANS THE MEZZANINE FINANCE PARTIES AND SENIOR FINANCE PARTIES.

"FINANCE DOCUMENTS" MEANS THE MEZZANINE FINANCE DOCUMENTS AND SENIOR FINANCE DOCUMENTS.

"FIXED SECURITY" HAS THE SAME MEANING GIVEN TO IT IN SECTION 486 OF THE COMPANIES ACT 1985.

"MEZZANINE FACILITY AGREEMENT" MEANS THE MEZZANINE FACILITY AGREEMENT DATED ON OR ABOUT THE DATE OF THE FLOATING CHARGE AND MADE AMONG THE BORROWER, THE CHARGOR AND BANK OF SCOTLAND PLC (IN VARIOUS CAPACITIES) AND OTHERS.

"MEZZANINE FINANCE DOCUMENTS" HAS THE MEANING GIVEN TO THAT TERM IN THE MEZZANINE FACILITY AGREEMENT.

"MEZZANINE FINANCE PARTIES" HAS THE MEANING GIVEN TO THAT TERM IN THE MEZZANINE FACILITY AGREEMENT.

"OBLIGORS" HAS THE MEANING GIVEN TO THAT TERM IN THE SENIOR FACILITIES AGREEMENT.

"SENIOR FACILITIES AGREEMENT" MEANS THE SENIOR FACILITIES AGREEMENT DATED ON OR AROUND THE DATE OF THE FLOATING CHARGE AMONG, INTER ALIA, THE BORROWER, THE CHARGOR AND THE BANK OF SCOTLAND PLC (IN VARIOUS CAPACITIES).

"SENIOR FINANCE DOCUMENTS" HAS THE MEANING GIVEN TO THAT TERM IN THE SENIOR FACILITIES AGREEMENT.

"SENIOR FINANCE PARTIES" HAS THE MEANING GIVEN TO THAT TERM IN THE SENIOR FACILITIES AGREEMENT.



FILE COPY

**CERTIFICATE OF THE REGISTRATION
OF A CHARGE**

COMPANY NO. 247753

CHARGE NO. 3

**I HEREBY CERTIFY THAT A CHARGE CREATED BY BEN EVER
ESTATES LIMITED**

ON 13 OCTOBER 2009

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 16 OCTOBER 2009**

GIVEN AT COMPANIES HOUSE, EDINBURGH 19 OCTOBER 2009



Companies House
— for the record —



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