

MG01s

Particulars of a charge created by a company registered in Scotland



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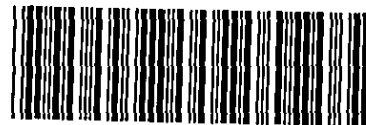
A fee is payable with this form.

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.

WEDNESDAY



SCT 11/11/2009 611
COMPANIES HOUSE

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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 d0 d3 m1 m1 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 Standard security (the "Standard Security")

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 Standard Security contravening any
law.

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 each

Address 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

As security for the payment and discharge of its obligations, the Chargor grants a Standard Security in favour of the Security Agent over the Property and assigns absolutely and agrees to assign absolutely to the Security Agent all rights and claims to which the Chargor is now or may hereafter become entitled in relation to the Property.

In this Form MG01s:

"Property" means ALL and WHOLE the property or properties described in the Schedule to the Standard Security (being in particular ALL and WHOLE those subjects known as Elrick House, Area 5, Straik Road, Westhill being the subjects registered in the Land Register of Scotland under Title Number ABN67254) or such of them as shall for the time being remain subject to the 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 or Quasi-Security.

"Quasi Security" has the meaning given to that term in the Senior Facilities Agreement.

"Security" has the meaning given to that term in the Senior Facilities Agreement.

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7 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.

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

Nil

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 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.

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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 LPS/TZW/BAN/13/4090

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 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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4	Amount secured	
	Please give us details of the amount secured by the charge.	
Amount secured	<p>In this Form MG01s:</p> <p>"Borrower" means Bonnytown Estates Limited (registered number SC209779) having its registered office at Lochcote, Lochcote Estate, Linlithgow, West Lothian EH49 6QE.</p> <p>"Finance Documents" means the Mezzanine Finance Documents and Senior Finance Documents.</p> <p>"Finance Parties" means the Mezzanine Finance Parties and the Senior Finance Parties.</p> <p>"Mezzanine Facility Agreement" means the mezzanine facility agreement dated on or about the date of the Standard Security and made among the Borrower and Bank of Scotland plc (in various capacities) and others.</p> <p>"Mezzanine Finance Documents" has the meaning given to that term in the Mezzanine Facility Agreement.</p> <p>"Mezzanine Finance Parties" has the meaning given to that term in the Mezzanine Facility Agreement.</p> <p>"Obligors" has the meaning given to that term in the Senior Facilities Agreement.</p> <p>"Senior Facilities Agreement" means the senior facilities agreement dated on or around the date of the Standard Security among, <i>inter alia</i>, the Borrower and Bank of Scotland plc (in various capacities).</p> <p>"Senior Finance Documents" has the meaning given to that term in the Senior Facilities Agreement.</p> <p>"Senior Finance Parties" has the meaning given to that term in the Senior Facilities Agreement.</p>	



FILE COPY

**CERTIFICATE OF THE REGISTRATION
OF A CHARGE**

COMPANY NO. 247753
CHARGE NO. 4

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

ON 3 NOVEMBER 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 11 NOVEMBER 2009

GIVEN AT COMPANIES HOUSE, EDINBURGH 13 NOVEMBER
2009



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES