

# 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  
particulars of a mortgage or  
created by a company in E  
and Wales or Northern Ire  
this, please use form MG01

THURSDAY



SCT

\*STN1NV8Z\*

23/06/2011

422

COMPANIES HOUSE

<b>1</b>	<b>Company details</b>	<div>For official use 3</div>
Company number	S C 2 4 9 9 3 5	<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	ROBERTSON CONSTRUCTION NEE LIMITED (the "Company")	
<b>2</b>	<b>Date of creation of charge</b>	
Date of creation	17 06 2011	
<b>3</b>	<b>Description</b>	
	Please give a description of the instrument (if any) creating or evidencing the charge e.g. 'Standard security', 'Floating charge' etc.	
Description	Floating Charge (the "Security")	
<b>4</b>	<b>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 or any monies, liabilities and obligations, whether actual or contingent and whether owed jointly or severally or a principal debtor, guarantor, cautioner, surety or otherwise, which are now or may at any time hereafter (whether before or at any time after demand) be or become due in any manner by the Company to the Finance Parties under the Facilities Agreement and the other Finance Documents and all or any monies, liabilities and obligations due by the Company under the Security (the "Secured Obligations").  Please see Part 6 for further definitions.	

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## 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

THE ROYAL BANK OF SCOTLAND PLC (the "Security Trustee")

Address

36 St Andrew Square, Edinburgh

Postcode

E H 2 2 Y B

Name

Address

Postcode

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## 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

### 1. Payment

The Company undertook to the Security Trustee that it would pay and discharge the Secured Obligations in accordance with the Facilities Agreement and the other Finance Documents.

### 2. Floating Charge

In security for the payment and discharge of the Secured Obligations, the Company granted a floating charge over all of the Secured Assets in favour of the Security Trustee.

### Definitions

"**Facilities Agreement**" means the revolving and ancillary facilities agreement dated 24 November 2009 as amended and restated on 7 May 2010 and as further amended and restated on or around the date of the Security entered into among the Company and others as Borrowers (as defined therein), The Royal Bank of Scotland plc as Original Lender, Original Hedge Counterparty, Agent, Security Trustee, Issuing Bank, Overdraft Bank and Arranger (each as defined therein) as amended, supplemented, novated, extended or restated from time to time;

"**Finance Document**" has the meaning given in the Facilities Agreement;

"**Finance Parties**" has the meaning given in the Facilities Agreement;

"**Intercreditor Agreement**" means the intercreditor agreement entered into on 24 November 2009 and made between, among others, the Parent Companies, the Original Obligors, the Security Trustee, the Agent, the Lenders, the Arranger, the Ancillary Lenders and the Hedge Counterparties (each as defined therein); and

"**Secured Assets**" means the whole of the property (including uncalled capital) which is or may from time to time, while the Security is in force, be comprised in the property and undertaking of the Company.

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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**

### **Negative pledge and ranking**

Save as otherwise provided in the Intercreditor Agreement and subject to Section 464(2) of the Companies Act 1985:

(a) the Company shall not create any fixed security or other floating charge over any part of the Secured Assets except any fixed security in favour of the Security Trustee; and

(b) the Security shall rank in priority to any fixed security or other floating charge created by the Company after its execution of the Security except any fixed security in favour of the Security Trustee.

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 ②

Please sign the form here.

Signature

Signature

X *M. G. G. G. G. G.*

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 **APICKSHA PATEL**

Company name  
**MCGRIGORS LLP**

Address **5 OLD BAILEY**

Post town **LONDON**

County/Region

Postcode **E C 4 M 7 B A**

Country **ENGLAND**

DX **DX 227 LONDON CHANCERY LANE**

Telephone **020 7054 2500**



## 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)**



**FILE COPY**

**CERTIFICATE OF THE REGISTRATION  
OF A CHARGE**

COMPANY NO. 249935  
CHARGE NO. 3

I HEREBY CERTIFY THAT A CHARGE CREATED BY  
ROBERTSON CONSTRUCTION NEE LIMITED

ON 17 JUNE 2011

FOR SECURING ALL SUMS DUE OR TO BECOME DUE

IN FAVOUR OF THE ROYAL BANK OF SCOTLAND PLC

WAS DELIVERED PURSUANT TO SECTION 878 OF THE  
COMPANIES ACT 2006 ON 23 JUNE 2011

GIVEN AT COMPANIES HOUSE, EDINBURGH 24 JUNE 2011



*Companies House*  
— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES