

M

466

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

CHFP025

**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*

1114

SC255430

Name of company

\* Miller Homes Holdings Limited ("the Chargor")

*\* insert full name  
of Company*

Date of creation of the charge (note 1)

29 February 2012

Description of the instrument creating or evidencing the charge or of any ancillary document which has  
been altered (note 1)

Debenture ("the Deed")

Names of the persons entitled to charge

The Royal Bank of Scotland plc as trustee, agent and security agent for each of the Secured Parties (the "Security Agent")

Short particulars of all the property charged

**3.2 Floating charge**

As security for the payment of the Secured Obligations each Chargor charges by way of first floating charge the Charged Assets.

See Continuation Sheet 2 for definitions.

Presentor's name address and  
reference (if any):  
MacLay Murray & Spens LLP  
Quartermile One  
15 Lauriston Place  
Edinburgh  
EH3 9EP  
DX ED137 Edinburgh

For official use (06/2005)  
Charges Section

Post room

THURSDAY



SCT 08/03/2012 #63  
COMPANIES HOUSE

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

See Continuation Sheet 1.

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

Date(s) of execution of the instrument of alteration

29 February 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

N/A

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

Please do not  
write in  
this margin

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 complete  
legibly, preferably  
in black type or  
bold block lettering

Each of the Parties agrees that the Transaction Security (to the extent that they secure or purport to secure the Pension Liabilities) shall rank and secure the following Liabilities (but only to the extent that such Transaction Security is expressed to secure those Liabilities) in the following order:

1. First, the Senior Lender Liabilities, the Senior Lender Hedging Liabilities, the Ancillary Liabilities and the Third Party Hedging Provider Liabilities up to a maximum of the Third Party Hedging Priority Limit *pari passu* and without any preference between them; and
2. Second, the Pension Liabilities and any remaining Third Party Hedging Provider Liabilities *pari passu* and without any preference between them.

See Continuation Sheet 2 for definitions.

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. *do not*  
*in*  
*margin*

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

Signed  Date 8/3/2012

On behalf of ~~[company]~~ [chargee] † For and on behalf of Maclay Murray & Spens LLP

*A fee is payable to Companies House in respect of each register entry for a mortgage or charge. (See Note 5)*

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

† delete as appropriate

Pursuant to section 466 of the Companies Act 1985

Continuation Sheet 1

To the Register of Companies

Names and addresses of those who have executed the instrument of alteration:-

1. The Miller Group Limited (Registered Number SC018135) as Parent and Debtor whose registered office is at Miller House 2 Lochside View Edinburgh Park Edinburgh EH12 9DH;
2. TMGL Holdings Limited (Registered Number SC412598) as Debtor whose registered office is at Miller House 2 Lochside View Edinburgh Park Edinburgh EH12 9DH;
3. Miller Mining Limited (Registered Number SC090434) as Debtor whose registered office is at Miller House 2 Lochside View Edinburgh Park Edinburgh EH12 9DH;
4. Miller Developments Regeneration Limited (Registered Number SC207809) as Debtor whose registered office is at Miller House 2 Lochside View Edinburgh Park Edinburgh EH12 9DH;
5. Miller Homes Holdings Limited (Registered Number SC255430) as Debtor whose registered office is at Miller House 2 Lochside View Edinburgh Park Edinburgh EH12 9DH;
6. Miller Residential Development Services Limited (Registered Number SC207758) as Debtor whose registered office is at Miller House 2 Lochside View Edinburgh Park Edinburgh EH12 9DH;
7. Cussins Property Group Limited (Registered Number 01589824) as Debtor whose registered office is at Miller House 2 Lochside View Edinburgh Park Edinburgh EH12 9DH;
8. Highfields Developments Limited (Registered Number 05850751) as Debtor whose registered office is at Miller House 2 Lochside View Edinburgh Park Edinburgh EH12 9DH;
9. Miller Alpha Limited (Registered Number SC332758) as Debtor whose registered office is at Miller House 2 Lochside View Edinburgh Park Edinburgh EH12 9DH;
10. Miller Airdrie Limited (Registered Number 02074908) as Debtor whose registered office is at Miller House 2 Lochside View Edinburgh Park Edinburgh EH12 9DH;
11. Miller HPS Limited (Registered Number 06990256) as Debtor whose registered office is at Miller House 2 Lochside View Edinburgh Park Edinburgh EH12 9DH;
12. Miller Homes Limited (Registered Number SC255429) as Debtor whose registered office is at Miller House 2 Lochside View Edinburgh Park Edinburgh EH12 9DH;
13. Fairclough Homes Limited (Registered Number 01987689) as Debtor whose registered office is at Miller House 2 Lochside View Edinburgh Park Edinburgh EH12 9DH;
14. Miller Corporate Holdings Limited (Registered Number SC288228) as Debtor whose registered office is at Miller House 2 Lochside View Edinburgh Park Edinburgh EH12 9DH;
15. Miller Camberwell (Holdings) Limited (Registered Number 06920268) as Debtor whose registered office is at Miller House 2 Lochside View Edinburgh Park Edinburgh EH12 9DH;

16. Miller Camberwell Limited (Registered Number 06920271) as Debtor whose registered office is at Miller House 2 Lochside View Edinburgh Park Edinburgh EH12 9DH;
17. Miller Construction (UK) Limited (Registered Number SC209666) as Debtor whose registered office is at Miller House 2 Lochside View Edinburgh Park Edinburgh EH12 9DH;
18. Miller Supplies Limited (Registered Number 06990259) as Debtor whose registered office is at Miller House 2 Lochside View Edinburgh Park Edinburgh EH12 9DH;
19. Miller Developments Holdings Limited (Registered Number 00849553) as Debtor whose registered office is at Miller House 2 Lochside View Edinburgh Park Edinburgh EH12 9DH;
20. Cussins Commercial Developments Limited (Registered Number 01319421) as Debtor whose registered office is at Miller House 2 Lochside View Edinburgh Park Edinburgh EH12 9DH;
21. Miller Prestonholm Limited (Registered Number SC217231) as Debtor whose registered office is at Miller House 2 Lochside View Edinburgh Park Edinburgh EH12 9DH;
22. Miller (Gainsborough) Limited (Registered Number SC392759) as Debtor whose registered office is at Miller House 2 Lochside View Edinburgh Park Edinburgh EH12 9DH;
23. Miller (St Neots) Limited (Registered Number 03400684) as Debtor whose registered office is at Miller House 2 Lochside View Edinburgh Park Edinburgh EH12 9DH;
24. Miller Developments One Limited (Registered Number SC393096) as Debtor whose registered office is at Miller House 2 Lochside View Edinburgh Park Edinburgh EH12 9DH;
25. Miller Inverness Limited (Registered Number SC393097) as Debtor whose registered office is at Miller House 2 Lochside View Edinburgh Park Edinburgh EH12 9DH;
26. Miller Developments Limited (Registered Number SC178108) as Debtor whose registered office is at Miller House 2 Lochside View Edinburgh Park Edinburgh EH12 9DH;
27. Miller Fort William Limited (Registered Number 06016149) as Debtor whose registered office is at Miller House 2 Lochside View Edinburgh Park Edinburgh EH12 9DH;
28. Miller Fullwood Limited (Registered Number 06018748) as Debtor whose registered office is at Miller House 2 Lochside View Edinburgh Park Edinburgh EH12 9DH;
29. Miller Developments Northern Limited (Registered Number SC178109) as Debtor whose registered office is at Miller House 2 Lochside View Edinburgh Park Edinburgh EH12 9DH;
30. Miller Holdings (International) Limited (Registered Number SC115235) as Debtor whose registered office is at Miller House 2 Lochside View Edinburgh Park Edinburgh EH12 9DH;
31. Miller (Leeds) Lift Limited (Registered Number 05152645) as Debtor whose registered office is at Miller House 2 Lochside View Edinburgh Park Edinburgh EH12 9DH;
32. Miller Emblem Investments Limited (Registered Number SC288590) as Debtor whose registered office is at Miller House 2 Lochside View Edinburgh Park Edinburgh EH12 9DH;
33. Miller (North Hub) Investments Limited (Registered Number SC390849) as Debtor whose registered office is at Miller House 2 Lochside View Edinburgh Park Edinburgh EH12 9DH;
34. Miller (Barking And Havering) Limited (Registered Number 04971210) as Debtor whose registered office is at Miller House 2 Lochside View Edinburgh Park Edinburgh EH12 9DH;

35. South Queensferry Limited (Registered Number SC167959) as Debtor whose registered office is at Miller House 2 Lochside View Edinburgh Park Edinburgh EH12 9DH;
36. Miller (Arena Central) Limited (Registered Number 04155620) as Debtor whose registered office is at Miller House 2 Lochside View Edinburgh Park Edinburgh EH12 9DH;
37. The Royal Bank of Scotland Plc (Registered Number NF002594) as Security Agent whose registered office is at 10<sup>th</sup> Floor, 280 Bishopsgate, London, EC3M 4RB;
38. The Royal Bank of Scotland Plc (Registered Number NF002594) as Senior Agent whose registered office is at 10<sup>th</sup> Floor, 280 Bishopsgate, London, EC3M 4RB;
39. The Royal Bank of Scotland Plc (Registered Number NF002594) as one of the Senior Lenders whose registered office is at 10<sup>th</sup> Floor, 280 Bishopsgate, London, EC3M 4RB;
40. National Australia Bank Limited (Registered Number ABN 12 004 044 937) as one of the Senior Lenders whose registered office is at 88 Wood Street, London EC2V 7QQ;
41. Bank of Scotland Plc (Registered Number SC327000) as one of the Senior Lenders whose registered office is at 4<sup>th</sup> Floor Citymark 150 Fountainbridge Edinburgh EH3 1SE;
42. The Royal Bank of Scotland Plc (Registered Number NF002594) as one of the Senior Arrangers whose registered office is at 10<sup>th</sup> Floor, 280 Bishopsgate, London, EC3M 4RB;
43. National Australia Bank Limited (Registered Number ABN 12 004 044 937) as one of the Senior Arrangers whose registered office is at 88 Wood Street, London EC2V 7QQ;
44. Bank of Scotland Plc (Registered Number SC327000) as one of the Senior Arrangers whose registered office is at 4<sup>th</sup> Floor Citymark 150 Fountainbridge Edinburgh EH3 1SE;
45. The Royal Bank of Scotland Plc (Registered Number NF002594) as a Hedge Counterparty whose registered office is at 10<sup>th</sup> Floor, 280 Bishopsgate, London, EC3M 4RB;
46. Bank of Scotland Plc (Registered Number SC327000) as a Hedge Counterparty whose registered office is at 4<sup>th</sup> Floor Citymark 150 Fountainbridge Edinburgh EH3 1SE;
47. The Miller Group Limited (Registered Number SC018135) as an Intra-Group Lender whose registered office is at Miller House 2 Lochside View Edinburgh Park Edinburgh EH12 9DH;
48. TMGL Holdings Limited (Registered Number SC412598) as an Intra-Group Lender whose registered office is at Miller House 2 Lochside View Edinburgh Park Edinburgh EH12 9DH;
49. Miller Mining Limited (Registered Number SC090434) as an Intra-Group Lender whose registered office is at Miller House 2 Lochside View Edinburgh Park Edinburgh EH12 9DH;
50. Miller Developments Regeneration Limited (Registered Number SC207809) as an Intra-Group Lender whose registered office is at Miller House 2 Lochside View Edinburgh Park Edinburgh EH12 9DH;
51. Miller Homes Holdings Limited (Registered Number SC255430) as an Intra-Group Lender whose registered office is at Miller House 2 Lochside View Edinburgh Park Edinburgh EH12 9DH;
52. Miller Residential Development Services Limited (Registered Number SC207758) as an Intra-Group Lender whose registered office is at Miller House 2 Lochside View Edinburgh Park Edinburgh EH12 9DH;

53. Cussins Property Group Limited (Registered Number 01589824) as an Intra-Group Lender whose registered office is at Miller House 2 Lochside View Edinburgh Park Edinburgh EH12 9DH;
54. Highfields Developments Limited (Registered Number 05850751) as an Intra-Group Lender whose registered office is at Miller House 2 Lochside View Edinburgh Park Edinburgh EH12 9DH;
55. Miller Alpha Limited (Registered Number SC332758) as an Intra-Group Lender whose registered office is at Miller House 2 Lochside View Edinburgh Park Edinburgh EH12 9DH;
56. Miller Airdrie Limited (Registered Number 02074908) as an Intra-Group Lender whose registered office is at Miller House 2 Lochside View Edinburgh Park Edinburgh EH12 9DH;
57. Miller HPS Limited (Registered Number 06990256) as an Intra-Group Lender whose registered office is at Miller House 2 Lochside View Edinburgh Park Edinburgh EH12 9DH;
58. Miller Homes Limited (Registered Number SC255429) as an Intra-Group Lender whose registered office is at Miller House 2 Lochside View Edinburgh Park Edinburgh EH12 9DH;
59. Fairclough Homes Limited (Registered Number 01987689) as an Intra-Group Lender whose registered office is at Miller House 2 Lochside View Edinburgh Park Edinburgh EH12 9DH;
60. Miller Corporate Holdings Limited (Registered Number SC288228) as an Intra-Group Lender whose registered office is at Miller House 2 Lochside View Edinburgh Park Edinburgh EH12 9DH;
61. Miller Camberwell (Holdings) Limited (Registered Number 06920268) as an Intra-Group Lender whose registered office is at Miller House 2 Lochside View Edinburgh Park Edinburgh EH12 9DH;
62. Miller Camberwell Limited (Registered Number 06920271) as an Intra-Group Lender whose registered office is at Miller House 2 Lochside View Edinburgh Park Edinburgh EH12 9DH;
63. Miller Construction (UK) Limited (Registered Number SC209666) as an Intra-Group Lender whose registered office is at Miller House 2 Lochside View Edinburgh Park Edinburgh EH12 9DH;
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68. Miller (Gainsborough) Limited (Registered Number SC392759) as an Intra-Group Lender whose registered office is at Miller House 2 Lochside View Edinburgh Park Edinburgh EH12 9DH;
69. Miller (St Neots) Limited (Registered Number 03400684) as an Intra-Group Lender whose registered office is at Miller House 2 Lochside View Edinburgh Park Edinburgh EH12 9DH;



70. Miller Developments One Limited (Registered Number SC393096) as an Intra-Group Lender whose registered office is at Miller House 2 Lochside View Edinburgh Park Edinburgh EH12 9DH;
71. Miller Inverness Limited (Registered Number SC393097) as an Intra-Group Lender whose registered office is at Miller House 2 Lochside View Edinburgh Park Edinburgh EH12 9DH;
72. Miller Developments Limited (Registered Number SC178108) as an Intra-Group Lender whose registered office is at Miller House 2 Lochside View Edinburgh Park Edinburgh EH12 9DH;
73. Miller Fort William Limited (Registered Number 06016149) as an Intra-Group Lender whose registered office is at Miller House 2 Lochside View Edinburgh Park Edinburgh EH12 9DH;
74. Miller Fullwood Limited (Registered Number 06018748) as an Intra-Group Lender whose registered office is at Miller House 2 Lochside View Edinburgh Park Edinburgh EH12 9DH;
75. Miller Developments Northern Limited (Registered Number SC178109) as an Intra-Group Lender whose registered office is at Miller House 2 Lochside View Edinburgh Park Edinburgh EH12 9DH;
76. Miller Holdings (International) Limited (Registered Number SC115235) as an Intra-Group Lender whose registered office is at Miller House 2 Lochside View Edinburgh Park Edinburgh EH12 9DH;
77. Miller (Leeds) Lift Limited (Registered Number 05152645) as an Intra-Group Lender whose registered office is at Miller House 2 Lochside View Edinburgh Park Edinburgh EH12 9DH;
78. Miller Emblem Investments Limited (Registered Number SC288590) as an Intra-Group Lender whose registered office is at Miller House 2 Lochside View Edinburgh Park Edinburgh EH12 9DH;
79. Miller (North Hub) Investments Limited (Registered Number SC390849) as an Intra-Group Lender whose registered office is at Miller House 2 Lochside View Edinburgh Park Edinburgh EH12 9DH;
80. Miller (Barking And Havering) Limited (Registered Number 04971210) as an Intra-Group Lender whose registered office is at Miller House 2 Lochside View Edinburgh Park Edinburgh EH12 9DH;
81. South Queensferry Limited (Registered Number SC167959) as an Intra-Group Lender whose registered office is at Miller House 2 Lochside View Edinburgh Park Edinburgh EH12 9DH;
82. Miller (Arena Central) Limited (Registered Number 04155620) as an Intra-Group Lender whose registered office is at Miller House 2 Lochside View Edinburgh Park Edinburgh EH12 9DH;
83. Bank of Scotland Plc (Registered Number SC327000) as an Ancillary Lender whose registered office is at 4<sup>th</sup> Floor Citymark 150 Fountainbridge Edinburgh EH3 1SE;
84. The Royal Bank of Scotland Plc (Registered Number NF002594) as an Ancillary Lender whose registered office is at 10<sup>th</sup> Floor, 280 Bishopsgate, London, EC3M 4RB;
85. Maurice Charles Bourne, Moat Pensions Limited (Registered Number SC134776) whose registered office is at Dalmore House 310 St. Vincent Street Glasgow G2 5QR and Nigel Durham Smith together in their capacity as the trustees of the Pension Scheme and in no other capacity by Moat Pensions Limited in terms of authority delegated to them by the Pension Creditor.

Pursuant to section 466 of the Companies Act 1985

## Continuation Sheet 2

Definitions – in this form 466:-

Unless otherwise defined in this Form M466 or a contrary intention appears terms shall have the same meaning as defined in defined in the Intercreditor Agreement when used in this Form M466.

“Charged Assets” the whole of the property, assets and undertaking (including uncalled capital) from time to time of the Chargors (including but not limited to any situated in Scotland) other than the Excluded Assets.

“Chargor” means each of the companies listed in schedule 1 (*The Chargors*) of the Deed (appended as Continuation Sheet 3 to the foregoing Form M466) and references to a Chargor shall include each and every such company.

“Excluded Assets” the following assets in respect of which as at the date of the Deed security cannot be created pursuant to the Deed without the consent of a third party:

- (a) the interest held by Fairclough Homes Limited in land lying to the south west of Hughendon Avenue, High Wycombe known as Aspect, High Wycombe registered at the Land Registry under title number BM27050;
- (b) the interest held by Fairclough Homes Limited the land on the south side of Mill Hill Road, Mallow Way and Hareball Gardens, Bingham, Nottingham known as The Vales and Duke Mead, Bingham registered at the Land Registry under title number NT426324;
- (c) the interest that Miller Homes Limited holds pursuant to a declaration of trust and collaboration agreement among Birch Homes Limited (registered number 02196684), Birch plc (registered number 02563345), Miller Homes Limited, The Miller Group Limited, Peter James Gadsby and Miller Homes Limited dated 28 May 2004;
- (d) the interest held by Miller Homes Limited in the land lying to the south of Bryning Way, Buckshaw Village, Chorley known as Whittle-le-Park, Buckshaw registered at the Land Registry under title number LAN45105;
- (e) the interest held by Miller Homes Limited in the land at Birchvale Avenue, Newcastle upon Tyne known as Greenvale Park, Birchvale Avenue registered at the land Registry under title number TY490102;
- (f) heat exchanger units held in the name of Miller Homes Limited contained in land on the south side of Goodman Street, Leeds registered at the Land Registry under title number WYK837451;
- (g) the interest that Miller Homes Holdings Limited holds pursuant to a declaration of trust and collaboration agreement among Birch Homes Limited (registered number 02196684), Birch plc (registered number 02563345), Miller Homes Limited, The Miller Group Limited, Peter James Gadsby and Miller Homes Limited dated 28 May 2004;
- (h) the 50 ordinary A shares of £1.00 each held by the Miller Homes Holdings Limited in Miller Cruden Limited (registered number SC223724);
- (i) the ordinary B share of £1.00 held by Miller Homes Holdings Limited in Aire Regeneration Limited (registered number 03734459);

- (j) the 50 ordinary B shares of £1.00 each held by Miller Homes Holdings Limited in Scotmid-Miller (South Queensferry) Limited (registered number SC221875);
- (k) the 50 ordinary B shares of £1.00 each held by Miller Homes Holdings Limited in Scotmid-Miller (Great Junction Street) Limited (registered number SC221874);
- (l) the 45 ordinary B shares of £1.00 held by Miller Homes Holdings Limited in New Laurieston (Glasgow) Limited (registered number SC182682);
- (m) the 500 ordinary A shares of £1.00 each held by Miller Homes Holdings Limited in Miller Gadsby (Castle Marina) Limited (registered number 04416753); and
- (n) sums due to Miller Homes Holdings Limited from New Laurieston (Glasgow) Limited pursuant to a joint venture agreement dated 21 May 1998 and originally made between the EDI Group Limited (registered number SC110956), Miller Homes Limited, The Burrell Company (Ventures) Limited (registered number SC104898) and New Laurieston (Glasgow) Limited (formerly New Laurieston Limited) as acceded to by Miller Homes Holdings Limited pursuant to a deed of adherence dated 5 July 2007,

provided that in each case on and from the date on which consent from the relevant third party is obtained the security created by the Deed shall extend to and include the relevant asset.

"Intercreditor Agreement" means the intercreditor agreement dated of even date with the Deed and made between, among others, the Parent, the Debtors (as defined in the Intercreditor Agreement), the Agent and the Security Agent.

"Agent" means The Royal Bank of Scotland plc as agent of the other Finance Parties (as defined in the Facilities Agreement).

"Pension Creditor" MAURICE CHARLES BOURNE of 401 Heath Road South, Northfield, Birmingham B31 2BB, MOAT PENSIONS LIMITED, Registered Number SC134776, whose registered office is at Dalmore House, 310 St Vincent Street, Glasgow G2 5QR and NIGEL DURHAM SMITH of 10 Linnet Grove, Sandal, Wakefield, West Yorkshire WF2 6SF as the trustees for the time being of the Pension Scheme in that capacity and no other capacity which term shall include their successors in office as trustee(s) of the Pension Scheme in that capacity.

"Receiver" a receiver or receiver and manager or an administrative receiver of the whole or any part of the Charged Assets, which term will include joint receivers and any substitute receiver, receiver and manager or administrative receiver whether appointed under the Deed or pursuant to statute.

"Secured Parties" the Senior Secured Parties, the Pension Creditor, any Receiver or Delegate.

"Secured Pension Liabilities" the "Pension Liabilities" as defined in the Intercreditor Agreement excluding any Liabilities which relate to Pension Scheme Indemnities.

"Facilities Agreement" means the senior facilities agreement dated of even date with the Floating Charge between, among others, the Parent, Bank of Scotland plc, National Australia Bank Limited and The Royal Bank of Scotland plc as Arrangers (as defined within the Facilities Agreement), The Royal Bank of Scotland plc as Agent and Security Agent and the Original Lenders (as defined within the Facilities Agreement).

Pursuant to section 466 of the Companies Act 1985

Continuation Sheet 3

**THE CHARGORS**

<b>Name</b>	<b>Registered Office</b>	<b>Country of Incorporation</b>	<b>Registered No.</b>
Cussins Property Group Limited	6060 Knights Court, Solihull Parkway, Birmingham Business Park, Solihull, B37 7WY	England	01589824
Fairclough Homes Limited	6060 Knights Court, Solihull Parkway, Birmingham Business Park, Solihull, B37 7WY	England	01987689
Highfields Developments Limited	6060 Knights Court, Solihull Parkway, Birmingham Business Park, Solihull, B37 7WY	England	05850751
Miller Airdrie Limited	6060 Knights Court, Solihull Parkway, Birmingham Business Park, Solihull, B37 7WY	England	02074908
Miller Homes Limited	Miller House, 2 Lochside View, Edinburgh Park, Edinburgh EH12 9DH	Scotland	SC255429

Name	Registered Office	Country of Incorporation	Registered No.
Miller Homes Holdings Limited	Miller House, 2 Lochside View, Edinburgh Park, Edinburgh EH12 9DH	Scotland	SC255430
Miller Residential Development Services Limited	Miller House, 2 Lochside View, Edinburgh Park, Edinburgh EH12 9DH	Scotland	SC207758



**FILE COPY**

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

COMPANY NO. 255430

CHARGE NO. 4

I HEREBY CERTIFY THAT PARTICULARS OF AN INSTRUMENT  
OF ALTERATION DATED 29 FEBRUARY 2012

WERE DELIVERED PURSUANT TO SECTION 878 OF THE  
COMPANIES ACT 2006  
ON 8 MARCH 2012

THE INSTRUMENT RELATES TO A CHARGE CREATED ON 29  
FEBRUARY 2012

BY MILLER HOMES HOLDINGS LIMITED

IN FAVOUR OF  
THE ROYAL BANK OF SCOTLAND PLC

FOR SECURING ALL SUMS DUE OR TO BECOME DUE

GIVEN AT COMPANIES HOUSE, EDINBURGH 9 MARCH 2012



*Companies House*  
— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES