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CHFP041

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

* insert full name
of company

If there is not enough
space on this form
you may use the
prescribed
continuation sheet
410cs

COMPANIES FORM No. 410(Scot)

Particulars of a charge created by a company registered in Scotland

410

A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge

Pursuant to section 410 of the Companies Act 1985

COMPANIES HOUSE
FEE PAID
EDINBURGH

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

For official use Company number

Name of company



SC296204

* New City Vision Group Holdings Limited (the "Company")

Date of creation of the charge (note 1)

23 January 2007

Description of the instrument (if any) creating or evidencing the charge (note 1)

Floating Charge (the "Charge")

Amount secured by the charge

All or any money and liabilities which shall from time to time (and whether on or at any time after demand) be due, owing or incurred in whatsoever manner to BoS by the Company, whether actually or contingently, solely or jointly and whether as principal, guarantor, cautioner or surety including any money and liabilities of the Company to a third party which have been assigned or novated to or otherwise vested in BoS, and including interest, discount, commission and other lawful charges or expenses which BoS may in the course of its business charge or incur in respect of any of those matters or for keeping the Company's account, and so that interest shall be computed and compounded according to the usual BoS rates and practice as well after as before any demand made or decree obtained under or in relation to the Charge

Names and addresses of the persons entitled to the charge

The Governor and Company of the Bank of Scotland ("BoS")
The Mound
Edinburgh
EH1 1YZ

Presenter's name, address, telephone
number and reference (if any)

Dundas & Wilson CS LLP
191 West George Street
Glasgow
G2 2LD

For official use (02/2006)

Charges Section

Post room

SATURDAY



SCT

27/01/2007

1455

COMPANIES HOUSE

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 Company (the "Assets").

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

If there is not enough space on this form you may use the prescribed continuation sheet 410cs

Statement, in the case of a floating charge, as to any restrictions on power to grant further securities and any ranking provision (note 2)

1 The Company agrees that it shall be prohibited from granting or creating subsequent to the date of the Charge any fixed security or any other floating charge over the Assets or any part or parts of them, other than in favour of BoS or in favour of another person and with the prior written consent of BoS

2. Any fixed security granted by the Company in favour of BoS (whether before or after the Charge) shall rank in priority to the floating charge created by the Charge.

3 In the event that the Company grants or creates any fixed security or floating charge in breach of the prohibition in clause 3.1 (as detailed in paragraph 1 above) or with the consent of BoS under clause 3.1 (as detailed in paragraph 1 above) but with no written agreement of BoS as to the ranking of them, the Charge shall rank in priority to that fixed security or floating charge

Particulars as to commission, allowance or discount paid (see section 413(3))

n/a

Signed

David C. Smith for Dundee & White LLP

Date

26/1/07

On behalf of [company] (chargee) †

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

† delete as appropriate

Notes

1 A description of the instrument e.g. "Standard Security" "Floating Charge" etc, should be given. For the date of creation of a charge see section 410(5) of the Act (Examples: date of signing of an Instrument of Charge, date of recording/registration of a Standard Security, date of intimation of an Assignment)

2 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

3 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 comprising property situated outside the U.K., 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 U.K. Certified copies of any other documents relevant to the charge should also be delivered

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, 37 Castle Terrace, Edinburgh EH1 2EB
DX 235 Edinburgh or LP-4 Edinburgh 2

FILE COPY



**CERTIFICATE OF THE REGISTRATION
OF A CHARGE**

Company number 296204

I hereby certify that a charge created by

NEW CITY VISION GROUP HOLDINGS LIMITED

on 23 JANUARY 2007

for securing ALL SUMS DUE, OR TO BECOME DUE

in favour of

THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND

was delivered pursuant to section 410 of the Companies Act, 1985,
on 27 JANUARY 2007 given at Companies House, Edinburgh
30 JANUARY 2007



C O M P A N I E S H O U S E

