

MG01s

Particulars of a charge created by a company registered in Scotland

COMPANIES HOUSE
EDINBURGH



IRIS
LASERFORM

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

You cannot use this form to register
particulars of a mortgage created by a company in
England and Wales or Northern Ireland. If
this, please use form MG01.

WEDNESDAY



ST2PLVE6

SCT 29/06/2011 112

COMPANIES HOUSE

SCT 23/06/2011 451

COMPANIES HOUSE

1

Company details

Company number

S C 3 2 7 9 6 8

Company name in full

ROBERTSON CONSTRUCTION HIGHLAND LIMITED

(the "Company")

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

17 06 2011

3

Description

Please give a description of the instrument (if any) creating or evidencing the
charge e.g. 'Standard security', 'Floating charge' etc.

Description

Assignment in Security (the "Security")

4

Amount secured

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

Amount secured

All or any monies, liabilities and obligations, whether actual or
contingent and whether owed jointly or severally or as 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 any Assignor to the
Finance Parties under the Facilities Agreement and the other
Finance Documents, and all or any monies, liabilities and obligations
due by any Assignor under the Security (the "Secured Obligations").

Please see Part 6 continuation pages for further definitions.

Continuation page

Please use a continuation page if
you need to enter more details.

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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

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

Security

In security for the payment and discharge of the Secured Obligations, the Company assigned the Secured Rights to the Security Trustee on the terms and conditions specified in the Security.

Please see continuation pages for definitions.

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Short particulars of all the property charged

Please give the short particulars of the property charged.

Short particulars

Definitions

"**Assignors**" means the companies listed in Part 1 of the Schedule to the Security (each one an Assignor and together the Assignors) and more particularly:

Robertson Group (Holdings) Limited (Company Number: SC356297);
Robertson Homes Limited (Company Number: SC151825);
Robertson Construction Group Limited (Company Number: SC347921);
Robertson Group Limited (Company Number: SC060077);
Robertson Timberkit Limited (Company Number: SC166924);
Robertson Capital Projects Limited (Company Number: SC227159);
Robertson Facilities Management Limited (Company Number: SC185956);
Doric Precast Concrete Limited (Company Number: SC164853);
Robertson Carden JV Limited (Company Number: SC190104);
Robertson Group (Construction) Limited (Company Number: SC164854);
Leonards JV Limited (Company Number: SC206631);
Knightsbridge Homes Limited (Company Number: SC224805);
Robertson Residential Managed Properties Limited (Company Number: SC166925);
Robertson Construction Lothians Limited (Company Number: SC329233);
Robertson Construction Northern Limited (Company Number: SC249934);
Robertson Construction Eastern Limited (Company Number: SC249936);
Robertson Construction Central Limited (Company Number: SC249933);
Robertson Construction NEE Limited (Company Number: SC249935);
Robertson Construction Tayside Limited (Company Number: SC292999);
Robertson Construction Highland Limited (Company Number: SC327968);
Robertson Property Limited (Company Number: SC103160);
Robertson Property (No. 1) Limited (Company Number: SC196822);
Robertson Property (No. 2) Limited (Company Number: SC205278);
Robertson Property (No. 3) Limited (Company Number: SC222063);
Robertson Property (No. 4) Limited (Company Number: SC250092);
Robertson Property (No. 5) Limited (Company Number: SC250095);
Robertson Capital Projects Investments Limited (Company Number: SC371320); and
Robertson Longmount Limited (Company Number: SC032338);

Please see next continuation page for further definitions.

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Short particulars of all the property charged

Please give the short particulars of the property charged.

Short particulars

Definitions continued

"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 Assignors, 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;

"Insurances" means the policies or contracts of insurance specified in Part 2 of the Schedule to the Security and all policies or contracts of insurance or assurance now or hereafter effected by any Assignor or on its behalf or in which it may have an interest which are governed by Scots law;

"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);

"Related Rights" means all rights, remedies, benefits and entitlements now or at any time hereafter accrued or accruing in respect of any Assignor's part of the Insurances hereby assigned including, without limitation:

- (a) the right to payment of all monies due thereunder;
- (b) the proceeds of all payments thereunder and of all claims, awards, adjudications and judgments under or in respect thereof;
- (c) all claims for damages in respect of any breach thereof (other than a breach by any Assignor);
- (d) the benefit of all (if any) warranties and indemnities;
- (e) all (if any) rights of termination or rescission;
- (f) the right to require and enforce performance by the other party or parties of its or their obligations thereunder by way of adjudication, arbitration, proceedings or otherwise; and
- (g) the right to perform and fulfil the obligations on each Assignor's part thereunder; and

"Secured Rights" means each Assignor's whole right, title and interest, past, present and future, in and to the Insurances and the Related Rights.

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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

Prohibition of other securities etc

Save as otherwise provided in the Intercreditor Agreement, no Assignor shall assign or create or permit any form of security, charge or encumbrance to arise over or except only as permitted by the terms of the Facilities Agreement or otherwise deal with the Secured Rights or any part thereof until the Secured Obligations have been fully and unconditionally paid or discharged

- 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 *McGillivray LLP*

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 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



FILE COPY

**CERTIFICATE OF THE REGISTRATION
OF A CHARGE**

**COMPANY NO. 327968
CHARGE NO. 5**

**I HEREBY CERTIFY THAT A CHARGE CREATED BY
ROBERTSON CONSTRUCTION HIGHLAND 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 29 JUNE 2011**

GIVEN AT COMPANIES HOUSE, EDINBURGH 29 JUNE 2011



Companies House
— for the record —



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