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CHWP000

COMPANIES FORM No. 466(Scot)

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

466

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

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

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

For official use

Company number

3

SC332155

Name of company

* B S Operations Ltd

* insert full name
of company

Date of creation of the charge (note 1)

6 November 2008

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

Floating Charge

Names of the persons entitled to the charge

Scottish & Newcastle UK Limited
2-4 Broadway Park
South Gyle Broadway
Edinburgh
EH12 9JZ

Short particulars of all the property charged

The whole of the property (including uncalled capital) which is or may be from time to time while this
instrument is in force comprised in the company's property and undertaking;

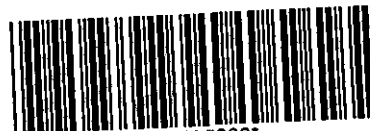
Presenter's name address and
reference (if any):

Irwin Mitchell
DX GW 40
Glasgow
Ref: UM/SCOT19/2848

For official use (06/2005)

Charges Section

SATURDAY



SCT

SPXA6600

27/12/2008

178

COMPANIES HOUSE

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

1. B S Operations Limited, Registered Office at 90 Mitchell Street, Glasgow, G1 3NQ;
2. Clydesdale Bank plc, Registered Office at 30 St. Vincent Place, Glasgow, G1 2HL; and
3. Scottish & Newcastle UK Limited, Registered Office at 2-4 Broadway Park, South Gyle Broadway, Edinburgh, EH12 9JZ.

*Please do not
write in
this margin*

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

Date(s) of execution of the instrument of alteration

30/9/08
28/10/08
18/12/08.

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

The Company shall not grant any further Fixed or Floating Charges over all or any of its Assets including its heritable, real or leasehold property without the written consent of S&N

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

A 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 do not
write in
this margin*

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

Paper Apart

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

*Please do not
write in
this margin*

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

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

Signed  Date 24/12/08
On behalf of [company] [chargee]†

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

† delete as
appropriate

Paper Apart

- 1 B S Operations Limited incorporated under the Companies Acts with Company Number SC332155 and having its Registered Office at 90 Mitchell Street, Glasgow, G1 3NQ (the "Company");
- (2) Clydesdale Bank plc, incorporated under the Companies Acts with Company Number SC001111 and having its registered office at 30 St. Vincent Place, Glasgow, G1 2HL (the "Bank"); and
- (3) Scottish & Newcastle UK Limited incorporated under the Companies Acts with Company Number SC065527 and having its registered office at 2-4 Broadway Park, South Gyle Broadway, Edinburgh, EH12 9JZ (the "Creditor")

DEFINITIONS AND INTERPRETATION

The following expressions shall have the following meanings in this Agreement:-

"the Bank's Priority Debt"	ONE HUNDRED AND FORTY THOUSAND POUNDS (£140,000) STERLING together with 12 month's interest and costs
"the Bank's Securities"	the Bank's Standard Security and the Bank's Floating Charge ;
"the Creditor's Securities"	the Creditor's Standard Security and the Creditor's Floating Charge
"the Property"	the property more particularly described in the Schedule annexed and subscribed as relative hereto; and
"the Securities"	the Bank's Securities and the Creditor's Securities.

RANKING

The Securities shall rank in the following order of priority: -

FIRST the Bank's Standard Security to the extent of the Bank's Priority Debt;

- SECOND the Creditor's Standard Security in respect of all sums due thereunder;
- THIRD the Bank's Standard Security to the extent of any further sums due to the Bank
- FOURTH the Bank's Floating Charge to the extent of the Bank's Priority Debt but under deduction of any sums recovered by the Bank under clauses FIRST and THIRD hereof;
- FIFTH the Creditor's Floating Charge in respect of all sums due thereunder; and
- SIXTH the Bank's Floating charge to the extent of any further sums due to the Bank.



FILE COPY

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

COMPANY NO. 332155
CHARGE NO. 3

I HEREBY CERTIFY THAT PARTICULARS OF AN INSTRUMENT
OF ALTERATION DATED 18 DECEMBER 2008

WERE DELIVERED PURSUANT TO SECTION 410 OF THE
COMPANIES ACT 1985
ON 27 DECEMBER 2008

THE INSTRUMENT RELATES TO A CHARGE CREATED ON 6
NOVEMBER 2008

BY B S OPERATIONS LTD

IN FAVOUR OF
SCOTTISH & NEWCASTLE UK LIMITED

FOR SECURING ALL SUMS DUE OR TO BECOME DUE

GIVEN AT COMPANIES HOUSE, EDINBURGH 31 DECEMBER 2008



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES