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CHFP021

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

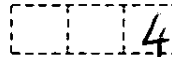
Pursuant to section 410 and 466 of the Companies Act 1985

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



SC357717

Name of company

* SURVIVEX LTD (THE "COMPANY")

* insert full name
of company

Date of creation of the charge (note 1)

24 JANUARY 2012

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

FLOATING CHARGE (THE "CLOSE FLOATING CHARGE")

Names of the persons entitled to the charge

CLOSE LEASING LIMITED (COMPANY NUMBER: 06377532) WHOSE REGISTERED OFFICE IS AT 11TH FLOOR, TOLWORTH TOWER, EWELL ROAD, TOLWORTH, SURBITON, SURREY KT6 7EL ("CLOSE")

Short particulars of all the property charged

THE WHOLE OF THE GOODS (AS DEFINED BELOW) AND OF ANY PROCEEDS OF SALE OR RENT OR OTHERWISE ARISING FROM THE DISPOSAL, TRANSFER, USE OR POSSESSION OF THE GOODS OR ANY OF THEM.

"GOODS" MEANS CERTAIN GOODS AS SET OUT IN EACH SCHEDULE TO THE MASTER HIRE PURCHASE AGREEMENT BETWEEN THE COMPANY AND CLOSE DATED 24 JANUARY 2012 INCLUDING EACH AND EVERY COMPONENT PART, RECORD, LOG BOOK, MANUAL AND HANDBOOK FOR THEM AND ALL SUBSTITUTIONS, REPLACEMENTS AND RENEWALS OF AND ADDITIONS TO SUCH GOODS AND ANY PART OR PARTS WHICH FORM AN INTEGRAL PART OF SUCH GOODS.

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

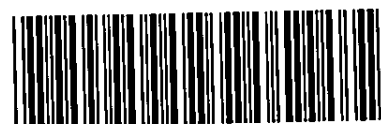
FJ/RBW/CL625/X004
MORTON FRASER LLP
QUARTERMILE TWO
2 LISTER SQUARE
EDINBURGH
EH3 9GL
DX ED 119

For official use (02/06)

Charges Section

Post room

FRIDAY



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SCT

10/02/2012

#2

COMPANIES HOUSE

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

THE COMPANY, WHOSE REGISTERED OFFICE IS AT KIRKILL COMMERCIAL PARK, DYCE AVENUE, DYCE, ABERDEEN AB21 0LQ

CLOSE

SCOTTISH ENTERPRISE, HAVING ITS PRINCIPAL PLACE OF BUSINESS AT ATRIUM COURT, 50 WATERLOO STREET, GLASGOW G2 6HQ ("SE")

BANK OF SCOTLAND PLC, WHOSE REGISTERED OFFICE IS AT THE MOUND, EDINBURGH EH1 1YZ ("BOS")

LLOYDS TSB COMMERCIAL FINANCE LIMITED, WHOSE REGISTERED OFFICE IS AT 1 BROOKHILL WAY, BANBURY, OXON OX16 3EL ("LLOYDS")

Date(s) of execution of the instrument of alteration

24 JANUARY 2012

28 JANUARY 2012

23 JANUARY 2012

24 JANUARY 2012

18 JANUARY 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

THE COMPANY UNDERTAKES IN FAVOUR OF THE CREDITORS THAT THEY WILL NOT WITHOUT THE CONSENT OF EACH OF THE CREDITORS, CREATE OR ENTER INTO ANY FORM OF SECURITY OR ENCUMBRANCE OVER THEIR ASSETS OR UNDERTAKING, PRESENT AND FUTURE, NOR PERMIT ANY SUCH SECURITY OR ENCUMBRANCE TO BE CREATED, WITHOUT THE PRIOR CONSENT IN WRITING OF EACH OF THE CREDITORS; DECLARING THAT NOTHING IN CLAUSE 7 OF THE RANKING AGREEMENT SHALL PREVENT OR PROHIBIT (I) THE CREATION OF LIENS IN FAVOUR OF THIRD PARTY CREDITORS AND ARISING IN THE ORDINARY COURSE OF BUSINESS BY THE COMPANY OR ENCUMBRANCES ARISING BY OPERATION OF LAW, (II) THE ENTERING INTO BY THE COMPANY OF ARRANGEMENTS IN THE ORDINARY COURSE OF THEIR BUSINESS WITH THEIR SUPPLIERS WHEREUNDER GOODS ARE SUPPLIED TO THE COMPANY UNDER RESERVATION OF TITLE, OR (III) FOR THE AVOIDANCE OF DOUBT, THE CREATION BY THE COMPANY OF THE FLOATING CHARGES OR ANY OF THEM.

"CREDITOR" MEANS ANY OF CLOSE, SE, BOS, OR LLOYDS AS THE CONTEXT REQUIRES.

"RANKING AGREEMENT" MEANS THE RANKING AGREEMENT ENTERED INTO AMONG THE CREDITORS AND CLOSE, DATED 24 JANUARY 2012.

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

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this margin*

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

Please do not
write in
this margin

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

ORDER OF PRIORITY

THE CREDITORS AGREE AND THE COMPANY ACKNOWLEDGES THAT THE SUMS SECURED, OR TO BE SECURED, BY THE FLOATING CHARGES WILL RANK AS FOLLOWS:

- (1) THE CLOSE FLOATING CHARGE SHALL RANK ON THE WHOLE ASSETS THEREBY SECURED AND ON THE PROCEEDS THEREOF IN PRIORITY TO THE EXISTING FLOATING CHARGES TO THE EXTENT OF THE CLOSE PRIOR ENTITLEMENT;
- (2) AFTER RECOVERY IN FULL IN TERMS OF (1) ABOVE, THE CLOSE FLOATING CHARGE SHALL RANK AFTER THE EXISTING FLOATING CHARGES IN RESPECT OF ANY SUMS WHICH THOSE CHARGES SECURES;
- (3) THE HOLDERS OF THE EXISTING FLOATING CHARGES HEREBY CONFIRM AND ACKNOWLEDGE THAT NOTHING IN THIS AGREEMENT SHALL INTER ALIA SE ALTER THE RANKING PROVISIONS CONTAINED IN THE RANKING AGREEMENT ENTERED INTO BETWEEN THE HOLDERS OF THE EXISTING FLOATING CHARGES AND THE COMPANY DATED 21 JUNE 2011 AND REGISTERED AT COMPANIES HOUSE ON 26 JUNE 2011.

MATTERS NOT ALTERING PRIORITY

THE PRIORITIES SET OUT ABOVE SHALL TAKE EFFECT NOTWITHSTANDING ANY OF THE FOLLOWING:

- (1) THE RESPECTIVE DATES OF CREATION OR REGISTRATION OF THE FLOATING CHARGES;
- (2) THE NATURE OF THE SECURITIES CREATED BY THE FLOATING CHARGES;
- (3) ANY PROVISIONS CONTAINED IN THE FLOATING CHARGES;
- (4) THE EXISTENCE OF ANY CREDIT BALANCE ON ANY CURRENT OR OTHER ACCOUNT OF THE COMPANY WITH ANY OF SE, BOS, LLOYDS OR CLOSE;
- (5) THE APPOINTMENT OF A LIQUIDATOR, RECEIVER, ADMINISTRATOR OR OTHER SIMILAR OFFICER IN RESPECT OF SURVIVEX OVER ALL OR ANY PART OF THE COMPANY'S ASSETS;
- (6) THE DATES ON WHICH SUMS HAVE BEEN OR SHALL BE ADVANCED BY SE, BOS, LLOYDS, CLOSE TO THE COMPANY;
- (7) ANY FLUCTUATION FROM TIME TO TIME IN THE AMOUNTS SECURED BY THE FLOATING CHARGES INCLUDING THE REDUCTION OF ANY OF THOSE AMOUNTS SECURED TO NIL;
- (8) THE GRANTING OF TIME OR ANY OTHER INDULGENCE TO THE COMPANY OR ANY OTHER PERSON OF THE RELEASE, COMPOUNDING OR OTHERWISE DEALING WITH THE COMPANY OR ANY OTHER PERSON OR THE RECEIPT OF MONEYS WHETHER ARISING FROM A VOLUNTARY SALE OF THE ASSETS, PROPERTY OR UNDERTAKING OF THE COMPANY WHICH ARE SUBJECT TO ANY FLOATING CHARGES OR IN RESPECT OF ANY SECURITY OR GUARANTEE HELD BY ANY OF SE, BOS, LLOYDS OR CLOSE;
- (9) THE TAKING, VARIATION, COMPROMISE, RENEWAL OR RELEASE OF, OR REFUSAL OR NEGLECT TO PERFECT OR ENFORCE ANY RIGHTS OR REMEDIES AGAINST THE COMPANY OR ANY OTHER PERSON BY ANY OF CLOSE, SE, BOS OR LLOYDS;
- (10) THE SALE OR OTHER DISPOSAL OF ANY LAND OR BUILDINGS OR ANY INTEREST IN LAND OR BUILDINGS BY THE COMPANY OR ANY THIRD PERSON PRIOR TO ENFORCEMENT OF ANY OF THE FLOATING CHARGES; AND/OR
- (11) ANY PRESENT OR FUTURE SECURITY OR CHARGE GRANTED BY THE COMPANY TO ANY OF SE, BOS, LLOYDS OR CLOSE (OTHER THAN THE FLOATING CHARGES).

"ADMINISTRATOR" HAS THE SAME MEANING AS IN SCHEDULE B1 TO THE INSOLVENCY ACT 1986 AS INTRODUCED BY THE ENTERPRISE ACT 2002

"BOS FLOATING CHARGE" MEANS A FLOATING CHARGE BETWEEN BOS AND THE COMPANY DATED 19 APRIL 2011 AND REGISTERED AT COMPANIES HOUSE ON 27 APRIL 2011

"EXISTING FLOATING CHARGES" MEANS COLLECTIVELY THE SE FLOATING CHARGE, THE BOS FLOATING CHARGE AND THE LLOYDS FLOATING CHARGE.

"FLOATING CHARGES" MEANS COLLECTIVELY THE CLOSE FLOATING CHARGE, THE SE FLOATING CHARGE, THE BOS FLOATING CHARGE AND THE LLOYDS FLOATING CHARGE.

"CLOSE PRIOR ENTITLEMENT" MEANS ALL SUMS DUE BY THE COMPANY TO CLOSE PRESENT AND FUTURE, ACTUAL AND CONTINGENT UNDER THE MASTER HIRE PURCHASE AGREEMENT AND ALL SUMS SECURED BY THE CLOSE FLOATING CHARGE WITH INTEREST THEREON AND INCLUDING THE COSTS, CHARGES AND EXPENSES OF CLOSE IN RELATION THERETO.

"LLOYDS FLOATING CHARGE" MEANS A FLOATING CHARGE BETWEEN LLOYDS AND THE COMPANY DATED 20 MAY 2011 AND REGISTERED AT COMPANIES HOUSE ON 4 JUNE 2011.


"RECEIVER" MEANS AN ADMINISTRATIVE RECEIVER OR A RECEIVER AND MANAGER.

"SE FLOATING CHARGE" MEANS A FLOATING CHARGE BETWEEN SE AND THE COMPANY DATED 31 MARCH 2010 AND REGISTERED AT COMPANIES HOUSE ON 13 APRIL 2010.

N/A

*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 9th FEBRUARY 2012
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. delete as appropriate
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**.
3. The address of the Registrar of Companies is: Companies Registration Office, 139 Fountainbridge, Edinburgh EH3 9FF
DX 235 Edinburgh or LP - 4 Edinburgh 2



FILE COPY

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

COMPANY NO. 357717

CHARGE NO. 4

I HEREBY CERTIFY THAT PARTICULARS OF AN INSTRUMENT
OF ALTERATION DATED 28 JANUARY 2012

WERE DELIVERED PURSUANT TO SECTION 878 OF THE
COMPANIES ACT 2006
ON 10 FEBRUARY 2012

THE INSTRUMENT RELATES TO A CHARGE CREATED ON 24
JANUARY 2012

BY SURVIVEX LTD

IN FAVOUR OF
CLOSE LEASING LIMITED

FOR SECURING ALL SUMS DUE OR TO BECOME DUE

GIVEN AT COMPANIES HOUSE, EDINBURGH 13 FEBRUARY 2012



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES