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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

74

SC036368

Name of company

Mackays Stores Limited (the "Company")

Date of creation of the charge (note 1)

19 May 2008

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

Floating Charge (the "Floating Charge")

Amount secured by the charge

All monies and liabilities which now are as at 19 May 2008 or shall at any time thereafter be due, owing or incurred in whatsoever manner to the Bank by the Company, whether actually or contingently solely or jointly and whether as principal or surety (including without limitations monies payable under Clauses 16 (Indemnity) and 17 (Payment of Costs, Charges and Expenses of the Floating Charge) including (as well after as before any demand made or decree or judgement obtained) interest, discount, commission and other lawful charges and expenses computed and compounded from time to time in accordance with the terms agreed between the Company and the Bank relating thereto (if any) and in the absence of any such agreed terms computed and compounded from time to time according to the then current practice of the Bank (but so that interest shall be computed at the annual rate of 3% above the Bank's base rate from time to time)

Names and addresses of the persons entitled to the charge

HSBC Bank plc, whose registered office is at 8 Canada Square, London, E14 5HQ (Company Number 00014259) (the "Bank")

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

Shepherd and Wedderburn LLP
Saltire Court
20 Castle Terrace
Edinburgh EH1 2ET
DX553049 - EDINBURGH -18
M1965.1810/LVH/AMK

For official use (02/2006)
Charges Section

Post room

FRIDAY



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SCT

30/05/2008

1629

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.

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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)

See Paper Apart to this Form M410

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

N/A

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

Signed [Signature] Date 30 May 2008

On behalf of [Company Name] [chargee] of [Address]

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 par 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

+ delete as appropriate

This is the Paper Apart referred to in the foregoing Form M410 in respect of a Floating Charge (the **Floating Charge**) by Mackays Stores Limited, Company Number SC036368 (the **Company**) in favour of HSBC Bank plc (the **Bank**) dated 19 May 2008

Statement as to any restrictions on power to grant further securities and any ranking provisions

- (a) The Company is prohibited from creating subsequent to its execution of the Floating Charge, and the Company shall not create subsequent to its execution of the Floating Charge, any fixed security or any other floating charge having priority over, or ranking pari passu with, the floating charge granted by the Company pursuant to Clause 3 of the Floating Charge except
 - (i) with the Bank's prior written consent, and/or
 - (ii) any fixed security or other floating charge granted in favour of the Bank
- (b) Subject to paragraph (c) below, the Company agrees that the floating charge granted by the Company pursuant to Clause 3 of the Floating Charge shall, except as may be otherwise previously agreed in writing by the Bank and subject to Section 464(2) of the Companies Act 1985, rank in priority to any fixed security or floating charge created by the Company after the date of the Floating Charge
- (c) Any fixed security created or to be created by the Company at any time in favour of the Bank shall rank in priority to the floating charge granted by the Company in Clause 3 of the Floating Charge



FILE COPY

**CERTIFICATE OF THE REGISTRATION
OF A CHARGE**

COMPANY NO. 36368

CHARGE NO. 74

I HEREBY CERTIFY THAT A CHARGE CREATED BY MACKAYS
STORES LIMITED

ON 19 MAY 2008

FOR SECURING ALL SUMS DUE OR TO BECOME DUE

IN FAVOUR OF HSBC BANK PLC

WAS DELIVERED PURSUANT TO SECTION 410 OF THE
COMPANIES ACT 1985 ON 30 MAY 2008

GIVEN AT COMPANIES HOUSE, EDINBURGH 2 JUNE 2008



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES