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COMPANIES FORM No. 410(Scot)

**Particulars of a charge created
by a company registered in Scotland**

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

410



CHFP025

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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

1116

SC075133

Name of company

* Ten Alps PLC (the "Company")

Date of creation of the charge (note 1)

31 March 2006

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 monies 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 or surety and whether or not BoS shall have been an original party to the relevant transaction, 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 (the "Secured Liabilities").

For schedule of definitions see continuation sheet 1.

Names and addresses of the persons entitled to the charge

THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND having its head office at
The Mound, Edinburgh EH1 1YZ ("BoS")

Presenter's name address telephone
number and reference (if any):
Maclay Murray & Spens
One London Wall
London
EC2Y 5AB

SASM/TMGA/BAN/1/519

For
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Short particulars of all the property charged.

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in black type, or
bold block lettering

- 1.1 The Company grants a floating charge over the Assets to BoS as a continuing security for the payment and discharge of the Secured Liabilities.
- 1.2 Paragraph 14 of Schedule B1 to the Insolvency Act 1986 (incorporated by Schedule 16 to the Enterprise Act 2002) shall apply to the Charge.

For schedule of definitions see continuation sheet 1.

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

Please see continuation sheet 1.

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

Nil

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

Signed MMS Date 6/4/ 2006

On behalf of ~~XXXXXXXX~~ [chargee] †

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

† delete as
appropriate

Continuation sheet 1

To the Registrar of Companies

Name of company

Company number

Ten Alps PLC

SC075133

Ten Alps PLC (the "Company")

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

1. Negative Pledge and Ranking of Floating Charge

- 1.1 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 having priority over or ranking *pari passu* with the Charge, other than a lien arising in the ordinary course of business by operation of law, a Permitted Security Right or any floating charge or fixed security in favour of BoS.
- 1.2 Any fixed security granted by the Company in favour of BoS (whether before or after the date of the Charge) shall rank in priority to the floating charge created by the Charge.
- 1.3 In the event that the Company grants or creates any fixed security or floating charge in breach of the prohibition in Clause 3.1 above, the Charge shall rank in priority to that fixed security or floating charge.

2. Undertakings

- 2.1 The Company shall not without the prior written consent of BoS (other than in terms of a Permitted Disposal or a Permitted Security Right):-
 - 2.1.1 sell, transfer, assign, factor, lease or otherwise dispose of all or any of the Assets or its interest in them other than in the ordinary course of trading;
 - 2.1.2 grant any lease of, part with possession or share occupation of, the whole or any part of its Properties or confer any licence, right or interest to occupy or grant any licence or permission to assign, underlet or part with possession of the same in any way which is likely to have any adverse effect upon the value of any such Properties;
 - 2.1.3 vary, surrender, cancel or dispose of, or permit to be forfeit, any leasehold interest in any of the Properties;
 - 2.1.4 make any structural or material alteration to or to the user of any of its Properties or do or permit to be done anything which is a "development" within the meaning of the Town and Country Planning Acts from time to time (or any orders or regulations under such Acts) or do or permit to be done any act, matter or thing where to do so would have a material and

adverse effect on the value of any of the Properties or on the marketability of any of the Properties; or

- 2.1.5 cause or permit to be done anything which may in any way depreciate, jeopardise or otherwise prejudice the value or marketability of any of the Assets.

Schedule of definitions for this Form 410:

"Assets" means 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;

"Permitted Disposal" has the same meaning given to it in any facility entered into between any Group Company and BoS from time to time;

"Permitted Security Right" has the same meaning given to it in any facility entered into between any Group Company and BoS from time to time; and

"Properties" means at any time the heritable, freehold or leasehold properties of the Company at that time or any of them as the context requires.



**CERTIFICATE OF THE REGISTRATION
OF A CHARGE**

Company number 75133

I hereby certify that a charge created by

TEN ALPS PLC

on 31 MARCH 2006

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 13 APRIL 2006 given at Companies House, Edinburgh
19 APRIL 2006



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



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES