

MG01s

Particulars of a charge created by a company registered in Scotland

COMPANIES HOUSE
FEE PAID



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.

X What this form is NOT for
You cannot use this form to register particulars of a mortgage or charge created by a company in England and Wales or Northern Ireland. To do this, please use form MG01.



*STTS2V03

15/06/2011

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COMPANIES HOUSE

www.companieshouse.gov.uk

1 Company details

Company number	S	C	1	4	5	8	6	4
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Company name in full	Old Rutherglen Road Limited (the "Company")
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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
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Date of creation	d_0	d_3	m_0	m_6	y_2	y_0	y_1	y_1
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3	Description
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Please give a description of the instrument (if any) creating or evidencing the charge e.g. 'Standard security', 'Floating charge' etc.

Description	STANDARD SECURITY (the "Standard Security")
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4	Amount secured
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Please give us details of the amount secured by the charge.

Amount secured	All present and future liabilities and obligations (whether actual or contingent, whether owed jointly or severally, or as principal debtor, guarantor, surety or otherwise or as the equivalent obligor under the laws of any other jurisdiction) of the Company or any other Obligor to the Security Trustee and the other Composite Finance Parties (or any of them) under the Composite Finance Documents together with:
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(a) any refinancing, novation, refunding, deferral or extension of or increase in any of those obligations or liabilities;

(See continuation sheet 1.)

Continuation page

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

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4	Amount secured	
	Please give us details of the amount secured by the charge.	
Amount secured	<p>(b) any further advances and additional facilities which may be made by any Composite Finance Party to the Company or any other Obligor under any agreement expressed to be supplemental to any of the Composite Finance Documents and all interest, fees and costs in connection therewith;</p> <p>(c) any claim for damages or restitution in the event of rescission of any of those obligations or liabilities or otherwise in connection with any of the Composite Finance Documents;</p> <p>(d) any claim against the Company or any other Obligor flowing from the recovery by the Company or any other Obligor of a payment or discharge in respect of any of those liabilities on grounds of preference or otherwise;</p> <p>(e) any amounts which would be included in any of the foregoing but for any discharge, non-provability, unenforceability or non-allowability of the same in any insolvency or other proceedings; and</p> <p>(f) all costs, charges and expenses incurred by the Security Trustee or any other Composite Finance Party in connection with the protection, preservation or enforcement of its rights against the Company or any other Obligor under the Composite Finance Documents,</p> <p>(together the "Secured Obligations").</p> <p>Where:</p> <p>"Account Bank" has the meaning given to it in the Senior Term Loan A Facility Agreement;</p> <p>"Agent" has the meaning given to it in the Senior Term Loan A Facility Agreement;</p> <p>"Arranger" has the meaning given to it in the Senior Term Loan A Facility Agreement;</p> <p>"Composite Finance Documents" has the meaning given to it in the Senior Term Loan A Facility Agreement;</p> <p>"Composite Finance Parties" has the meaning given to it in the Senior Term Loan A Facility Agreement;</p> <p>"Obligor" has the meaning given to it in the Senior Term Loan A Facility Agreement;</p> <p>"Original Lender" has the meaning given to it in the Senior Term Loan A Facility Agreement;</p> <p>(See continuation sheet 2.)</p>	

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Amount secured

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

Amount secured

"Security Trustee" means Bank of Scotland plc (registered number SC327000) having its registered office at The Mound, Edinburgh EH1 1YZ as agent and security trustee for itself and for each of the Composite Finance Parties and any person deriving title from them or any permitted successor or assignee; and

"Senior Term Loan A Facility Agreement" means the Senior Term Loan A Facility Agreement originally dated 30 March 2006 originally between, amongst others, Credential Holdings Limited (formerly known as Quillco (224) Limited) (now dissolved) and Bank of Scotland plc (formerly The Governor and Company of the Bank of Scotland) as Arranger, Agent, Original Lender, Security Trustee and Account Bank as amended by an amendment letter dated 16 January 2009, as novated from Credential Holdings Limited to Credential Investment Holdings Limited pursuant to a deed of novation dated 31 March 2009 and as amended and restated on or around the date of the Standard Security and as the same may be amended, varied, supplemented, novated or replaced from time to time and for the time being.

Terms defined in Parts 1 and 3 of this form MG01s shall have the same meaning in this Part 4.

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5**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	Bank of Scotland plc (as Security Trustee)	
Address	The Mound, Edinburgh	
Postcode	E H 1 1 Y Z	
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	<p>1. In security of the payment and discharge of its obligations under the Standard Security and in respect of the Secured Obligations, the Company to the intent that the security created shall rank as a continuing security, grants a Standard Security in favour of the Security Trustee over the Property.</p> <p>2. As security for the payment and discharge of its obligations under the Standard Security and in respect of the Secured Obligations, the Company assigns absolutely and agrees to assign absolutely to the Security Trustee (subject to re-assignment on discharge of the Secured Obligations) all rights and claims to which the Company is now or may after the date of the Standard Security become entitled in relation to the Property.</p> <p>Where:</p> <p>"Leases" means the leases specified in Part 2 of the Schedule to the Standard Security;</p> <p>"Property" means ALL and WHOLE the subjects known as One Hundred Eighty-seven Old Rutherglen Road, Glasgow, G5 0RE and Two Hundred and Seven Old Rutherglen Road, Glasgow, G5 0RE, Two Hundred and Nine, Two Hundred and Eleven, Two Hundred and Thirteen and Two Hundred and Fifteen Old Rutherglen Road, Glasgow and Fifty, Fifty-two, Fifty-four, Fifty-six, Fifty-eight and Sixty-six Commercial Road, Glasgow and Eighty Commercial Road, Glasgow being the subjects registered in the Land Register of Scotland under Title Number GLA101036; and</p> <p>"Secured Obligations" means the amount secured by the Standard Security as more particularly described in Part 4 of this form MG01s.</p> <p>Terms defined in Parts 1, 3 and 4 of this form MG01s shall have the same meaning in this Part 6.</p>	

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7	Statement, in the case of a floating charge, as to any restrictions on power to grant further securities and any ranking provision ①
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N/A

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

N/A

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

Please sign the form here.

Signature

Signature

X *Didson Ntoto*

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 Richard Citrin

Company name Dickson Minto W.S.

Address 16 Charlotte Square

Post town Edinburgh

County/Region Midlothian

Postcode

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Country United Kingdom

DX DX 199 Edinburgh

Telephone 0131 225 4455



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. 145864

CHARGE NO. 25

I HEREBY CERTIFY THAT A CHARGE CREATED BY OLD
RUTHERGLEN ROAD LIMITED

ON 3 JUNE 2011

FOR SECURING ALL SUMS DUE OR TO BECOME DUE

IN FAVOUR OF BANK OF SCOTLAND PLC

WAS DELIVERED PURSUANT TO SECTION 878 OF THE
COMPANIES ACT 2006 ON 15 JUNE 2011

GIVEN AT COMPANIES HOUSE, EDINBURGH 17 JUNE 2011



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES