

M

COMPANIES FORM No. 410(Scot)

410

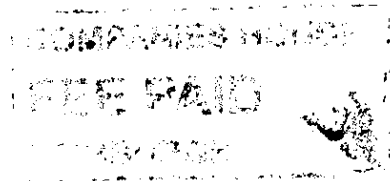
Particulars of a charge created by a company registered in Scotland

A fee of £13 is payable to Companies House in
respect of each register entry for a mortgage or
charge

CHFP025

Please do not
write in this
margin

Pursuant to section 410 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

[112]

SC161800

Name of company

* Atesta Group Limited (the "Company")

Date of creation of the charge (note 1)

21 December 2005

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

Floating Charge (the "Floating Charge")

Amount secured by the charge

All the Company's liabilities to the Security Trustee and the Lenders
under the Finance Documents of any kind and in any currency (whether
present or future actual or contingent and whether incurred alone or
jointly with another) together with the Lenders' charges and commission
Interest and Expenses (the "Company's Obligations")

(See continuation sheet 1 for definitions)

Names and addresses of the persons entitled to the charge

Paul Murray, of Faldonside House, Melrose TD6 9BG in his capacity as
Security Trustee for the Lenders under the Finance Documents and shall
include his successors and assigns as security trustee (the "Security
Trustee")

Presentor's name address telephone
number and reference (if any):

MacLay Murray & Spens
151 St Vincent Street,
Glasgow
G2 5NJ
SXF/RJL/HAN/86/1

0141 248 5011

For official use (10/03)

Charges Section

Post room



Short particulars of all the property charged.

Please do not
write in
this margin

As a continuing security for the payment and discharge of the Company's Obligations, the Company grants to the Security Trustee a floating charge over the whole of the property (including uncalled capital) which is or may be from time to time while the floating charge is in force comprised in the property and undertaking of the Company.

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

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

Unless otherwise agreed in writing by the Security Trustee, the Floating Charge shall, subject to Section 464(2) of the Companies Act 1985 and to Clause 3.2 of the Floating Charge, rank in priority to any fixed security and any other floating charge which shall be created by the Company after its execution of the Floating Charge.

Any fixed security granted by the Company in favour of the Security Trustee either before or after the Company's execution of the Floating Charge shall in all respects rank in priority to the Floating Charge.

(See continuation sheet 1 for restrictions on power to grant further securities)

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

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

Signed  Date 28/12/2005
On behalf of ~~XXXXXX~~ [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

Pursuant to Section 410 of the Companies Act 1985

Continuation sheet 1

To the Registrar of Companies

Name of Company: Atesta Group Limited

Company Number: SC161800

1. Restrictions on power to grant further securities

1.1 Except with the previous written consent of the Security Trustee or as permitted in terms of the Mezzanine Facility Agreements:-

1.1.1 The Company will not create or permit to arise any fixed security or floating charge or lien (including in each case one which ranks after the Floating Charge as well as one which has priority over or ranks pari passu with the Floating Charge) on any of the Property and will ensure that no Subsidiary of the Company will create or permit to arise any fixed security or floating charge or lien on any of its undertaking property assets or rights other than in each case in favour of the Security Trustee.

Definitions

“Expenses” means all expenses (on a full indemnity basis) properly incurred by the Security Trustee or any Receiver or any of the Lenders or any administrator at any time in connection with the Property or the Company’s Obligations or in taking or perfecting this document or in assigning discharging preserving defending or enforcing the security created by this document or in exercising any power under this document or otherwise with Interest from the date they are paid by the Security Trustee or any Receiver or any of the Lenders;

“Finance Documents” has the meaning ascribed to that term in the Mezzanine Facility Agreements;

“Interest” means interest at the rate(s) charged to the Company by the Lenders from time to time;

“Lenders” means Hanco Limited, Paul Murray, Symphony Corporate LLP, Michael William Jones, Peter Middleton, David George Watson and Keith Lomax in their capacities as Lenders under the Mezzanine Facility Agreements and their successors and assigns;

“Mezzanine Facility Agreements” means each of the mezzanine term loan facility agreements between the Parent and the Lenders dated on or around the date of the Floating Charge (as amended, varied, supplemented, restated or novated from time to time);

"Parent" means Atesta Holdings Limited, Company Number: SC285957, a company incorporated in Scotland having its registered office at 151 St Vincent Street, Glasgow G2 5NJ;

"Property" means the whole and any part of the property charged by Clause 2 of the Floating Charge;

"Subsidiary" has the meaning given in Section 736 of the Companies Act 1985.

A handwritten signature in black ink, consisting of a stylized 'A' followed by a wavy line.



**CERTIFICATE OF THE REGISTRATION
OF A CHARGE**

Company number 161800

I hereby certify that a charge created by

ATESTA GROUP LIMITED

on 21 DECEMBER 2005

for securing ALL SUMS DUE, OR TO BECOME DUE

in favour of PAUL MURRAY AS SECURITY TRUSTEE

was delivered pursuant to section 410 of the Companies Act, 1985,
on 29 DECEMBER 2005 given at Companies House, Edinburgh
6 JANUARY 2006



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



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**