

M

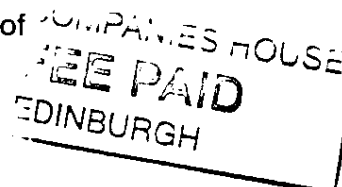
CHWP000

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

2

SC184779

Name of company

* ABBEY BUSINESS CENTRES LIMITED (the "Company")

* insert full name of company

Date of creation of the charge (note 1)

16 May 2011

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

Floating charge (the "Second Ranking Floating Charge")

Names of the persons entitled to the charge

ABC Acquisitions Limited, incorporated in England (Registered Number 07437139), whose registered office is at 3000 Hillswood Drive, Chertsey, Surrey, KT16 0RS (the "Second Lender")

Short particulars of all the property charged

The whole of the property (including uncalled capital) which is or may from time to time, while the Second Ranking Floating Charge is in force, be comprised in the property and undertaking of the Company.

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

KMM/MER/RE0092.000002
MCGRIGORS
Princes Exchange, 1 Earl Grey St.
EDINBURGH EH3 9AQ
DX 723301 Edinburgh 43

For official use (02/06)

Charges Section

Post room

FRIDAY



SCT

SU0NQUHA

27/05/2011

107

COMPANIES HOUSE

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

(1) The Company, 249 West George Street, Glasgow, G2 4KB;
(2) The Second Lender, 3000 Hillswood Drive, Chertsey, Surrey, KT16 0RS; and
(3) Regus No.1 Société à Responsabilité Limitée, organised and existing under the laws of Luxembourg registered with the R.C.S. Luxembourg under number B142709, with its registered address at 26 Boulevard Royal, L-2449, Luxembourg (the "First Lender")

*Please do not
write in
this margin*

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

Date(s) of execution of the instrument of alteration

16 May 2011

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 not to grant any other floating charge or fixed security apart from the Floating Charges over any of its property or undertaking without the prior written consent of each of the Lenders.

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

A statement of the provisions, if any, imposed by the instrument of alteration varying or otherwise regulating the order of the ranking of the floating charge in relation to fixed securities or to other floating charges

*Please do not
write in
this margin*

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

Ranking of Security

The Floating Charges shall rank in the following order of priority:

First: The First Ranking Floating Charge to the extent of the First Lenders' Priority Amount; and

Second: The Second Ranking Floating Charge to the extent of the Second Lender's Priority Amount.

The Floating Charges shall rank in the order of priority and to the extent provided in the Instrument of Alteration as continuing securities for repayment of the amounts due from time to time by the Company to the Lenders or any of them, notwithstanding:

- (a) any contrary provision of the Floating Charges or their date(s) of execution, creation or registration;
- (b) the provisions of sections 464 and 466 of the Companies Act or any other rule of law to the contrary;
- (c) the date(s) on which any such amount(s) has/have been or may hereafter be drawn down by or advanced or been or may hereafter be drawn down by or advanced or debited to the Company or become due, owing or payable by it; or
- (d) the composition of or any fluctuation from time to time in any such amount(s), including its/their reduction to zero or the existence at any time of a credit balance on any current or other account comprised therein

Pari Passu Rankings

Pari Passu rankings shall receive effect by making payment to the relevant Lenders pro rata according to the proportion which the relevant amount due to each such Lender bears to the aggregate of such amounts.

Preferential Debts

Nothing in the Instrument of Alteration shall prejudice the right of a Lender to receive payment of a preferential debt within the meaning of the Section 386 and Schedule 6 of the Insolvency Act, and payment of any such debt shall not be treated as a repayment of any amount for which the First Lender or the Second Lender is given a priority ranking under Clause 2 of the Instrument of Alteration (Ranking of Floating Charges).

Definitions

"Companies Act" means the Companies Act 1985.

"First Lender's Priority Amount" means all sums secured by the First Ranking Floating Charge, as applicable from time to time, plus interest thereon and relative costs, charges and expenses.

"First Ranking Floating Charge" means the floating charge granted by the Company in favour of the First Lender dated 17 December 2010 and registered in the Register of Charges on 23 December 2010.

"Floating Charges" means the First Ranking Floating Charge and the Second Ranking Floating Charge.

"Insolvency Act" means the Insolvency Act 1986.

"Instrument of Alteration" means the ranking agreement dated 16 May 2011 among the Company, the First Lender and the Second Lender.

"Lenders" means the First Lender and the Second Lender.

Continuation of the statement of the provisions, if any, imposed by the instrument of alteration varying or otherwise regulating the order of the ranking of the floating charge in relation to fixed securities or to other floating charges

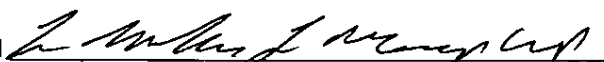
*Please do not
write in
this margin*

"Second Lender's Priority Amount" means all sums secured by the Second Ranking Floating Charge, as applicable from time to time, plus interest thereon and relative costs, charges and expenses.

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

References in the Instrument of Alteration to the Instrument of Alteration or any other document shall be construed as references to the Instrument of Alteration or such other document as amended, supplemented, novated, extended or restated from time to time.

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

Signed  Date 27 MAY 2011

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**.
6. 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. 184779

CHARGE NO. 2

**I HEREBY CERTIFY THAT PARTICULARS OF AN INSTRUMENT
OF ALTERATION DATED 16 MAY 2011**

**WERE DELIVERED PURSUANT TO SECTION 878 OF THE
COMPANIES ACT 2006
ON 27 MAY 2011**

**THE INSTRUMENT RELATES TO A CHARGE CREATED ON 16
MAY 2011**

BY ABBEY BUSINESS CENTRES LIMITED

**IN FAVOUR OF
ABC ACQUISITIONS LIMITED**

FOR SECURING ALL SUMS DUE OR TO BECOME DUE

GIVEN AT COMPANIES HOUSE, EDINBURGH 1 JUNE 2011



Companies House
— for the record —



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