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CHFP021

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

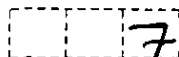
Please complete
legibly, preferably
in black type, or
bold block lettering

* insert full name
of company

To the Registrar of Companies
(Address overleaf - Note 6)

For official use

Company number



SC231282

Name of company

* A G BANNERMAN LIMITED (THE "COMPANY")

Date of creation of the charge (note 1)

03/12/2008

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

FLOATING CHARGE (THE "FINANCIAL CREDITOR'S FLOATING CHARGE")

Names of the persons entitled to the charge

LLOYDS TSB SCOTLAND PLC (THE "FINANCIAL CREDITOR")

Short particulars of all the property charged

WHOLE OF THE UNDERTAKING AND ALL PROPERTY AND ASSETS PRESENT AND FUTURE OF THE COMPANY INCLUDING UNCALLED CAPITAL

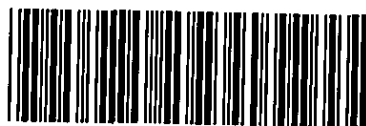
Presenter's name address and
reference (if any):

GETD/RMG/ODM/44526.6

For official use (02/06)

Charge

TUESDAY



S7ETPIX

SCT

06/04/2010

140

COMPANIES HOUSE

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

See 1 in Addendum

*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

9 JULY 2009, 20 AUGUST 2009, 3 MARCH 2010 AND 25 MARCH 2010

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

SO LONG AS THE RANKING AGREEMENT IS IN FORCE THE COMPANY SHALL NOT WITHOUT THE PRIOR WRITTEN CONSENT OF THE BANK AND THE FINANCIAL CREDITOR CREATE OR PERMIT TO EXIST, ANY SECURITY OR CHARGE UPON ALL OR ANY OF THE COMPANY'S ASSETS AND UNDERTAKING OTHER THAN THE SECURITIES.

Short particulars of any property released from the floating charge

NOT APPLICABLE

The amount, if any, by which the amount secured by the floating charge has been increased

NOT APPLICABLE

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
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this margin*

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

See 2 in Addendum

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

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

Signed Grant Lockhart, Partner
BIGGANT BAILEY LLP
SOLICITORS TO THE COMPANY Date 6 April 2010
On behalf of [company] ~~[delete]~~

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.
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

☐ delete as
appropriate

Addendum 1/4

1. (1) THE COMPANY, WHOSE REGISTERED OFFICE IS AT 171 SARACEN STREET, GLASGOW G22 5JL

(2) BANK OF SCOTLAND PLC (FORMERLY CALLED THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND), WHOSE REGISTERED OFFICE IS AT THE MOUND, EDINBURGH EH1 1YZ (THE "BANK").

(3) THE FINANCIAL CREDITOR WHOSE REGISTERED OFFICE IS AT HENRY DUNCAN HOUSE, 120 GEORGE STREET, EDINBURGH EH2 4LH.

(4) AAH PHARMACEUTICALS LIMITED WHOSE REGISTERED OFFICE IS AT SAPPHIRE COURT, WALSGROVE TRIANGLE, COVENTRY, CV2 2TX

(5) BARCLAY PHARMACEUTICALS LIMITED WHOSE REGISTERED OFFICE IS AT SAPPHIRE COURT, WALSGRAVE TRIANGLE, COVENTRY CV2 2TX

(AAH PHARMACEUTICALS LIMITED AND BARCLAY PHARMACEUTICALS LIMITED TOGETHER THE "TRADE CREDITORS" AND EACH A "TRADE CREDITOR")
2. THE SECURITIES SHALL RANK IN THE FOLLOWING ORDER OF PRIORITY:-

FIRST

THE BANK'S GLASGOW STANDARD SECURITY AND THE BANK'S DUNBLANE STANDARD SECURITY, PARI PASSU, BUT SO THAT THE AMOUNT RECOVERABLE BY THE BANK UNDER SUCH PRIORITY SHALL NOT EXCEED THE BANK'S PRIORITY DEBT;

SECOND

THE BANK'S GLASGOW ASSIGNATION AND THE BANK'S DUNBLANE ASSIGNATION, PARI PASSU, BUT SO THAT THE AMOUNT RECOVERABLE BY THE BANK UNDER SUCH PRIORITY SHALL NOT EXCEED THE BANK'S PRIORITY DEBT;

THIRD

THE BANK'S FLOATING CHARGE BUT SO THAT THE AMOUNT RECOVERABLE BY THE BANK UNDER SUCH PRIORITY SHALL NOT EXCEED THE BANK'S PRIORITY DEBT;

FOURTH

THE FINANCIAL CREDITOR'S SECURITY BUT SO THAT THE AMOUNT RECOVERABLE BY THE FINANCIAL CREDITOR UNDER SUCH PRIORITY SHALL NOT EXCEED THE FINANCIAL CREDITOR'S PRIORITY DEBT;

Addendum 2/4

FIFTH

THE BANK'S FLOATING CHARGE IN RESPECT OF ALL SUMS SECURED THEREBY;

SIXTH

THE FINANCIAL CREDITOR'S SECURITY IN RESPECT OF ALL SUMS SECURED THEREBY; AND

SEVENTH

THE TRADE CREDITORS' SECURITY IN RESPECT OF ALL SUMS SECURED THEREBY.

AND THAT NOTWITHSTANDING THE DATES ON WHICH THE SECURITIES ARE (OR WERE) CREATED OR REGISTERED OR THE TERMS OF THE SECURITIES OR THE TERMS OF ANY INSTRUMENTS OF ALTERATION DATED OR REGISTERED, PRIOR TO THE AGREEMENT AFFECTING ANY OF THE SECURITIES.

ANY PRESENT OR FUTURE STANDARD SECURITY, FLOATING CHARGE OR ANY OTHER CHARGE GRANTED BY THE COMPANY TO ANY OF THE BANK, THE FINANCIAL CREDITOR OR EITHER OF THE TRADE CREDITORS (OTHER THAN THE SECURITIES) SHALL (UNLESS OTHERWISE AGREED IN WRITING BETWEEN THE BANK, THE FINANCIAL CREDITOR AND THE TRADE CREDITORS) NOT PREJUDICE THE ABOVE PROVISIONS AS TO RANKING NOTWITHSTANDING ANY PROVISIONS CONTAINED IN ANY OF THE SECURITIES OR ANY SUCH FUTURE CHARGE OR ANY RULE OF LAW TO THE CONTRARY.

THE FOLLOWING DEFINITIONS ARE USED IN THE FOREGOING FORM 466:-

"BANK'S DUNBLANE ASSIGNATION" MEANS AN ASSIGNATION OF GOODWILL BY THE COMPANY IN FAVOUR OF THE BANK IN RESPECT OF, INTER ALIA, THE GOODWILL OF THE COMPANY IN RELATION TO THE PHARMACY BUSINESS OPERATED FROM THE DUNBLANE PROPERTY DATED 12 OCTOBER 2005 AND REGISTERED WITH THE REGISTRAR OF COMPANIES ON 25 OCTOBER 2005;

"BANK'S DUNBLANE STANDARD SECURITY" MEANS A STANDARD SECURITY BY THE COMPANY IN FAVOUR OF THE BANK OVER THE DUNBLANE PROPERTY, REGISTERED IN THE LAND REGISTER OF SCOTLAND ON 12 JULY 2005 AND REGISTERED WITH THE REGISTRAR OF COMPANIES ON 19 JULY 2005;

"BANK'S FLOATING CHARGE" MEANS THE BOND AND FLOATING CHARGE

Addendum 3/4

GRANTED BY THE COMPANY IN FAVOUR OF THE BANK ON 2 OCTOBER 2002 AND REGISTERED WITH THE REGISTRAR OF COMPANIES ON 20 OCTOBER 2002;

"BANK'S GLASGOW ASSIGNATION" MEANS AN ASSIGNATION OF GOODWILL BY THE COMPANY IN FAVOUR OF THE BANK IN RESPECT OF, INTER ALIA, THE GOODWILL OF THE COMPANY IN RELATION TO THE PHARMACY BUSINESS OPERATED FROM THE GLASGOW PROPERTY DATED 12 OCTOBER 2005 AND REGISTERED IN THE LAND REGISTER OF SCOTLAND ON 25 OCTOBER 2005;

"BANK'S GLASGOW STANDARD SECURITY" MEANS A STANDARD SECURITY GRANTED BY THE COMPANY IN FAVOUR OF THE BANK OVER THE GLASGOW PROPERTY, REGISTERED IN THE LAND REGISTER OF SCOTLAND ON 7 NOVEMBER 2005 AND REGISTERED WITH THE REGISTRAR OF COMPANIES ON 15 NOVEMBER 2005;

"BANK'S PRIORITY DEBT" MEANS THE AGGREGATE AMOUNT CALCULATED AT THE DATE OF REPAYMENT SECURED BY THE BANK'S SECURITIES BUT NOT EXCEEDING IN AGGREGATE:-

- (I) THE PRINCIPAL SUM OF £1,050,000;
- (II) INTEREST AND EARLY REPAYMENT COMPENSATION IN RELATION TO SUCH PRINCIPAL SUM; AND
- (III) ALL COMMISSION, COSTS, CHARGES AND EXPENSES SECURED BY THE BANK'S SECURITIES;

"BANK'S SECURITIES" MEANS THE BANK'S DUNBLANE STANDARD SECURITY, THE BANK'S GLASGOW STANDARD SECURITY, THE BANK'S DUNBLANE ASSIGNATION, THE BANK'S GLASGOW ASSIGNATION AND THE BANK'S FLOATING CHARGE;

"CREDITORS" MEANS THE BANK, THE FINANCIAL CREDITOR AND THE TRADE CREDITORS;

"DUNBLANE PROPERTY" MEANS THE PROPERTY KNOWN AS AND FORMING 48 HIGH STREET, DUNBLANE BEING THE SUBJECTS REGISTERED IN THE LAND REGISTER OF SCOTLAND UNDER TITLE NUMBER PTH 17655;

"FINANCIAL CREDITOR'S PRIORITY DEBT" MEANS THE AGGREGATE AMOUNT CALCULATED AT THE DATE OF REPAYMENT SECURED BY THE FINANCIAL CREDITOR'S SECURITIES BUT NOT EXCEEDING IN AGGREGATE:-

- (I) THE PRINCIPAL SUM OF £630,000;
- (II) INTEREST AND EARLY REPAYMENT COMPENSATION IN RELATION TO SUCH PRINCIPAL SUM; AND
- (III) ALL COMMISSION, COSTS, CHARGES AND EXPENSES SECURED BY THE FINANCIAL CREDITOR'S SECURITY;

Addendum 4/4

"FINANCIAL CREDITOR'S SECURITY" MEANS THE BOND AND FLOATING CHARGE GRANTED BY THE COMPANY IN FAVOUR OF THE FINANCIAL CREDITOR ON 3 DECEMBER 2008 AND REGISTERED WITH THE REGISTRAR OF COMPANIES ON 9 DECEMBER 2008;

"GLASGOW PROPERTY" MEANS THE PROPERTY KNOWN AS AND FORMING 220 AND 222 SARACEN STREET, GLASGOW BEING THE SUBJECTS REGISTERED IN THE LAND REGISTER OF SCOTLAND UNDER TITLE NUMBER GLA 107605;

"SECURITIES" MEANS THE BANK'S SECURITIES, THE FINANCIAL CREDITOR'S SECURITY AND THE TRADE CREDITORS' SECURITY;

"TRADE CREDITORS' SECURITY" MEANS THE BOND AND FLOATING CHARGE GRANTED BY THE COMPANY IN FAVOUR OF THE TRADE CREDITORS ON 18 SEPTEMBER 2008 AND REGISTERED WITH THE REGISTRAR OF COMPANIES ON 28 SEPTEMBER 2005;



FILE COPY

**CERTIFICATE OF THE REGISTRATION
OF AN ALTERATION TO A FLOATING CHARGE**

COMPANY NO. 231282

CHARGE NO. 7

I HEREBY CERTIFY THAT PARTICULARS OF AN INSTRUMENT
OF ALTERATION DATED 25 MARCH 2010

WERE DELIVERED PURSUANT TO SECTION 878 OF THE
COMPANIES ACT 2006
ON 6 APRIL 2010

THE INSTRUMENT RELATES TO A CHARGE CREATED ON 3
DECEMBER 2008

BY A G BANNERMAN LIMITED

IN FAVOUR OF
LLOYDS TSB SCOTLAND PLC

FOR SECURING ALL SUMS DUE OR TO BECOME DUE

GIVEN AT COMPANIES HOUSE, EDINBURGH 7 APRIL 2010



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES