

MG01s

Particulars of a charge created by a company registered in Scotland

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.

✗ **What this form is NOT for**
You cannot use this form to register
particulars of a mortgage created by a company in England and Wales or Northern Ireland. If this is the case, please use form MG01.

TUESDAY



SCT 11/09/2012 #343
COMPANIES HOUSE

1 Company details

Company number S C 2 3 5 4 0 8

Company name in full THE FACTORY II LIMITED ("the Company")

For official use 7

→ **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

Date of creation 0 6 0 9 2 0 1 2

3 Description

Please give a description of the instrument (if any) creating or evidencing the charge e.g. 'Standard security', 'Floating charge' etc.

Description

BOND AND FLOATING CHARGE

4 Amount secured

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

Amount secured

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 THE LENDER BY THE COMPANY, WHETHER ACTUALLY OR CONTINGENTLY, SOLELY OR JOINTLY AND WHETHER AS PRINCIPAL OR SURETY, INCLUDING INTEREST, DISCOUNT, COMMISSION AND OTHER LAWFUL CHARGES OR EXPENSES

Continuation page

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

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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.

Name SOCIAL INVESTMENT SCOTLAND ("THE LENDER")

Address 12 BROUGHTON PLACE, EDINBURGH

Postcode E H 1 3 R X

Name

Address

Postcode

Continuation page

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

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 The whole of the property (including uncalled capital) which is or may be from time to time in force comprised in the property and undertaking of the Company

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

The floating charge hereby created shall, subject to Section 40(4) of the Bankruptcy and Diligence etc (Scotland) Act 2007, rank in priority to any fixed security which shall be created by the Company after its execution hereof, other than a fixed security in favour of the Lender, and to any other floating charge which shall be created by the Company on or after its execution hereof and, subject as aforesaid, no such fixed security or other floating charge shall rank in priority to or equally with the floating charge hereby created by it.

Except with the prior written consent of the Lender, the Company shall not during the Security Period create, incur, assume or permit to subsist any Encumbrance save for any Permitted Encumbrance on all or any part of the Charged Assets.

Except with the prior written consent of the Lender or as expressly permitted by the terms of any agreement relating to the Secured Liabilities, the Company shall not sell, feu, transfer, lease, hire out, lend, discount, factor, charge or otherwise dispose of, deal in or remove all or any of the Charged Assets other than in the ordinary course of business.

Definitions

"Charged Assets" means the whole of the property (including uncalled capital) which is or may be from time to time while this Instrument is in force comprised in the property and undertaking of the Company;

"Encumbrance" includes any standard security, assignation in security, floating charge, pledge, lien, hypothecation, encumbrance, title retention, or any other agreement or arrangement having the effect of conferring a security interest (whether fixed or floating);

"Permitted Encumbrance" means:

- a) any Encumbrances in favour of the Lender;
 - b) any lien arising solely by operation of law in the ordinary course of business of the Company in respect of any obligations which is not overdue for settlement; and
 - c) Encumbrances granted with the prior written consent of the Lender;
- "Secured Liabilities" means 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 the Lender by the Company, whether actually or contingently, solely or jointly and whether as principal or surety and whether or not the Lender shall have been an original party to the relevant transaction and including interest, discount, commission and other lawful charges or expenses which the Lender 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 Lender's usual rates and practice as well after as before any demand made or decree obtained under this Instrument; and

"Security Period" means the period beginning on the date of signing of the Floating Charge and ending on the date upon which all the Secured Liabilities (actual or contingent) which have arisen or which may arise have been irrevocably paid and discharged or the floating charge hereby created has been finally released and discharged.

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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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

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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.

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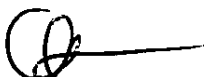
Signature²

Please sign the form here.

Signature

Signature

X



X

for Morton Fraser LLP

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

REF: CF/SN/SEY/SO527X079

Company name

MORTON FRASER LLP

Address

QUARTERMILE TWO

2 LISTER SQUARE

Post town

EDINBURGH

County/Region

Postcode

E H 3 9 G L

Country

DX

DX ED 119 EDINBURGH

Telephone

0131 247 1000



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. 235408

CHARGE NO. 7

**I HEREBY CERTIFY THAT A CHARGE CREATED BY THE
FACTORY II LIMITED**

ON 6 SEPTEMBER 2012

FOR SECURING ALL SUMS DUE OR TO BECOME DUE

IN FAVOUR OF SOCIAL INVESTMENT SCOTLAND

**WAS DELIVERED PURSUANT TO SECTION 878 OF THE
COMPANIES ACT 2006 ON 11 SEPTEMBER 2012**

**GIVEN AT COMPANIES HOUSE, EDINBURGH 11 SEPTEMBER
2012**



Companies House
— for the record —



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