

MG01s

Particulars of a charge created by a company
registered in Scotland



iris
LASERFORM

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.



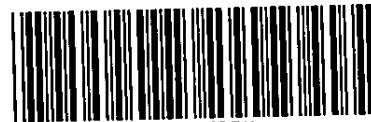
What this form is for

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 charge
created by a company in England
and Wales or Northern Ireland.
If you are creating such a charge
this, please use form MG01.



S24PT5CI

SCT

22/03/2013

#1051

COMPANIES HOUSE

FRIDAY

1

Company details

Company number

S C 2 5 5 6 7 5

Company name in full

CALA Land Investments (Bearsden) Limited
(the "Company")

For official use

8

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

d1 d8 m0 m3 y2 y0 y1 y3

3

Description

Description

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

Scottish Deed of Confirmation granted by the Company in favour of the
Security Trustee (the "Deed") in respect of the Security Documents.

Please see continuation page for definitions.

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Amount secured

Amount secured

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

The "Secured Obligations" and "Guaranteed
Obligations".

Please see continuation page for definitions.

ALL SUMS DUE ..

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.

Continuation page

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

Name Bank of Scotland plc as agent and security trustee for

Address each of the Senior Creditors (the "Security Trustee")

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

The Company irrevocably and unconditionally confirms for the benefit of the Security Trustee that:

- 1.1 the Security Documents and the security granted thereunder remain in full force and effect notwithstanding the entry into the Deed and the Amendment Agreement;
- 1.2 paragraph 14 of Schedule B1 to the Insolvency Act 1986 (incorporated by Schedule 16 to the Enterprise Act 2002) shall apply to the floating charge contained in each of the debentures and bond and floating charges listed in the Schedule to this MG01s (please see continuation page for details);
- 1.3 with effect on and from the date of the Deed, the Security Documents will be amended and supplemented by the Deed so that all references in the Finance Documents to the Transaction Security Documents shall include the Deed and the Deed shall be read as one with the Transaction Security Documents; and
- 1.4 with effect on and from the date of the Deed, any reference in any Finance Document to a Finance Document will include such Finance Document as amended, varied, supplemented, novated, restated or replaced from time to time.

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

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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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 Nil.

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 ②

Please sign the form here.

Signature

Signature

X

For and on behalf of Maclay Murray & Spens LLP

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 CAZF/CEXM/BAN/13/4883

Company name Maclay Murray & Spens LLP

Address Quatermile One

15 Lauriston Place

Post town Edinburgh

County/Region

Postcode E H 3 9 E P

Country United Kingdom

DX ED137

Telephone 0131 228 7000



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

MG01s - continuation page

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6 Short particulars of all the property charged

Please give the short particulars of the property charged.

Short particulars

Definitions:-

"Amendment Agreement" means the amendment and restatement agreement between, among others, the Company and the Security Trustee dated 18 March 2013 amending and restating the Facility Agreement.

"Facility Agreement" means the facility agreement dated 8 November 2007 as amended and restated on 21 December 2009, 25 January 2011 and 23 December 2011 and as further amended and restated by the Amendment Agreement between, among others, the Company and the Security Trustee.

"Finance Documents" has the same meaning as in the Facility Agreement.

"Guaranteed Obligations" means the Guaranteed Obligations as defined in the Guarantee granted by the Company in favour of the Security Trustee dated 21.12.09.

"Secured Obligations" means the Secured Obligations as defined in:

1. the Floating Charge granted by the Company in favour of the Security Trustee dated 27.11.03 and registered at Companies House on 02.12.03;
2. the Standard Security granted by the Company in favour of the Security Trustee in respect of 3.5 hectares on East side of Milngavie Road, Milngavie dated 15.12.03 and registered at Companies House on 22.12.03;
3. the Standard Security granted by the Company in favour of the Security Trustee in respect of subjects on the east side of Milngavie Road, Milngavie dated 13.02.08 and registered at Companies House on 16.02.08;
4. the Bond and Floating Charge granted by the Company in favour of the Security Trustee dated 21.12.09 and registered at Companies House on 23.12.09;
5. the Debenture granted by the Company in favour of the Security Trustee created on 21.12.09 and registered at Companies House on 23.12.2009;
6. the Standard Security granted by the Company in favour of the Security Trustee in respect of subjects extending to 3.5 hectares on the east side of Milngavie Road dated 30.12.09 and registered at Companies House on 11.01.10; and
7. the Debenture granted by the Company in favour of the Security Trustee created on 29.06.10 and registered at Companies House on 07.07.10.

"Security Documents" means the Security Documents listed in the Schedule to this MG01s.

"Senior Creditors" means together the Finance Parties as defined in the Facility Agreement.

"Transaction Security Documents" has the same meaning as in the Facility Agreement.

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6 Short particulars of all the property charged

Please give the short particulars of the property charged.

Short particulars

Schedule

This is the Schedule referred to in this MG01s:

Security	Date of Creation	Date of Registration at Companies House (if applicable)	Short Particulars (in the case of Standard Security and Legal Charge)
Floating Charge	27/11/2003	02/12/2003	
Standard Security	15/12/2003	22/12/2003	3.5 hectares on East side of Milngavie Road, Milngavie
Standard Security	13/02/2008	16/02/2008	Subjects on the East side of Milngavie Road, Milngavie
Bond and Floating Charge	21/12/2009	23/12/2009	
Debenture	21/12/2009	23/12/2009	
Standard Security	30/12/2009	11/01/2010	Subjects extending to 3.5 hectares on the East side of Milngavie Road
Debenture	29/06/2010	07/07/2010	
Guarantee	21/12/2009		



FILE COPY

**CERTIFICATE OF THE REGISTRATION
OF A CHARGE**

COMPANY NO. 255675

CHARGE NO. 8

I HEREBY CERTIFY THAT A CHARGE CREATED BY CALA
LAND INVESTMENTS (BEARSDEN) LIMITED

ON 18 MARCH 2013

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 22 MARCH 2013

GIVEN AT COMPANIES HOUSE, EDINBURGH 26 MARCH 2013



Companies House



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES