

M

CHFP041

COMPANIES FORM No. 410(Scot)

Particulars of a charge created by a company registered in Scotland

410

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 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



SC263302

Name of company

* Fishers Services Group Holdings Limited (the "Company")

Date of creation of the charge (note 1)

30 November 2007

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

Floating Charge (the "Charge")

Amount secured by the charge

All or any money 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 Security Beneficiaries (or any of them) by the Company, pursuant to the Finance Documents whether actually or contingently, solely or jointly and whether as principal, guarantor, cautioner or surety and including interest, discount, commission and other lawful charges or expenses which a Security Beneficiary 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 usual rates and practice of the Security Beneficiaries as well after as before any demand made or decree obtained under or in relation to the Charge. (the "Secured Liabilities")

If there is not enough
space on this form
you may use the
prescribed
continuation sheet
410cs

Names and addresses of the persons entitled to the charge

Bank of Scotland plc having its registered office at The Mound, Edinburgh
EH1 1YZ (the "Security Trustee")

Presenter's name, address, telephone
number and reference (if any)

Dundas & Wilson CS LLP
191 West George Street
Glasgow
G2 2LD

For official use (02/2006)
Charges Section

WEDNESDAY



S5VD0V88

SCT 05/12/2007 1852

COMPANIES HOUSE

Short particulars of all the property charged

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

For definitions see Paper Apart 1

Please do not write in this margin

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

If there is not enough space on this form you may use the prescribed continuation sheet 410cs

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

1. Save as permitted under the Finance Documents (as defined in the Common Terms Agreement), the Company agrees that it shall be prohibited from granting or creating subsequent to the date of the Charge any fixed security or any other floating charge over the Assets or any part or parts of them, other than in favour of the Security Trustee or in favour of another person and with the prior written consent of the Security Trustee
2. Any fixed security granted by the Company in favour of the Security Trustee (whether before or after the Charge) shall rank in priority to the floating charge created by the Charge.
3. In the event that the Company grants or creates any fixed security or floating charge in breach of the prohibition in clause 3.1 of the Charge or with the consent of the Security Trustee under clause 3.1 of the Charge but with no written agreement of the Security Trustee as to the ranking of them, the Charge shall rank in priority to that fixed security or floating charge.

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

N/A

Signed David E. Voth for Dundee & Wetherby LLP

Date 4/12/07

On behalf of [company] (chargee) †

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

† delete as appropriate

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

This is the Paper Apart referred to in the foregoing Form 410 relative to the Floating Charge by Fishers Services Group Holdings Limited in favour of Bank of Scotland plc dated 30 November 2007

In the foregoing Form 410 and this Paper Apart, the following definitions shall apply:

"Common Terms Agreement" means the common terms agreement dated on or around the date of the Charge among (1) Bank of Scotland Plc ("BoS") as Senior Agent (2) BoS as Senior Lender (3) BoS as Mezzanine Agent (4) BoS as Mezzanine Lender (5) BoS as Junior Subordinated Loan Agent (6) BoS as Junior Subordinated Lender (7) BoS as Security Trustee (8) BoS as Working Capital Bank (9) BoS as Hedging Bank (10) Fishers Group Limited as Borrower and (11) the Original Obligors (as defined therein);

"Finance Documents" means the Senior Documents, the Working Capital Letter, the Hedging Documents, the Mezzanine Documents and the Junior Subordinated Loan Documents (each a **"Finance Document"**) (and each as defined in the Common Terms Agreement)

"Security Beneficiaries" means the Senior Agent, the Senior Lenders, the Security Trustee, the Working Capital Bank, the Hedging Bank, the Mezzanine Agent, the Mezzanine Lenders, the Junior Subordinated Loan Agent and the Junior Subordinated Lenders (each a **"Security Beneficiary"**)

FILE COPY



**CERTIFICATE OF THE REGISTRATION
OF A CHARGE**

Company number 263302

I hereby certify that a charge created by

FISHERS SERVICES GROUP HOLDINGS LIMITED

on 30 NOVEMBER 2007

for securing ALL SUMS DUE, OR TO BECOME DUE

in favour of BANK OF SCOTLAND PLC

was delivered pursuant to section 410 of the Companies Act, 1985,
on 5 DECEMBER 2007 given at Companies House, Edinburgh
7 DECEMBER 2007



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



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