

M

COMPANIES FORM No 410(Scot)

Particulars of a charge created by a company registered in Scotland

410

CHFP021

**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*

To the Registrar of Companies
(Address overleaf Note 6)

For official use

Company number

2

SC312290

Name of company

* AGS MOTOR COMPANY LIMITED (the "Company")

** insert full name
of company*

Date of creation of the charge (note 1)

30 APRIL 2008

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

FLOATING CHARGE (the "Charge")

Amount secured by the charge

PLEASE SEE PAPER APART ONE

Names and addresses of the persons entitled to the charge

CLYDESDALE BANK PLC

30 ST VINCENT PLACE

GLASGOW (the "Bank")

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

BRODIES LLP
15 ATHOLL CRESCENT
EDINBURGH
EH3 8HA

REF SZG CLY3 330

For official use (06/2005)

Charges Section



Short particulars of all the property charged

Please do not
write in
this margin

PLEASE SEE PAPER APART TWO

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

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

PLEASE SEE PAPER APART THREE

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

N/A

Signed Franklin, member on Date 8 May 08
BEHALF OF BLOOMING UP

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 EH12EB
DX 235 Edinburgh 1 or LP 4 Edinburgh 2

Paper Apart to Form 410 relative to a Floating Charge created 30 April 2008

AGS Motor Company Limited SC312290

PAPER APART ONE- amount secured by the charge

All sums and obligations already due or which may after the date of the Charge become due by the Company from time to time to the Bank whether solely or jointly with any company, firm or other person, whether as principal or surety and whether actually or contingently, including, without prejudice to the foregoing generality, sums and obligations for which the Company is or may become liable to the Bank upon any banking account anywhere operated upon by the Company or with the Company's authority and upon bills, promissory notes, letters of credit, guarantees and other documents of any kind, and all interest, discount, commission and banking charges

PAPER APART TWO short particulars of all the property charged

The whole of the property which is, or may be from time to time while the Charge is in force, comprised in the Company's property and undertaking, including the Company's uncalled capital for the time being

PAPER APART THREE statement, in the case of a floating charge, as to any restrictions on power to grant further securities and any ranking provision

- 1 The Charge shall rank in priority to any fixed security as defined in the Companies Act 1985, or any statutory amendment or re-enactment thereof for the time being in force, and any other floating charge, being a fixed security or floating charge which shall have been created by the Company after the execution of the Charge
- 2 Without the previous consent in writing of the Bank the Company shall not be entitled or at liberty to create or grant any such fixed security or floating charge or any other security, mortgage or charge affecting its assets or any part thereof, heritable or moveable, or to sell, dispose of or deal with, otherwise than in the ordinary course of its business and for the purpose of carrying on the same, its book or other debts, securities for money or any other part of its assets, heritable or moveable, declaring that the sale or assignation or other disposal of any such debts or securities in connection with the factoring or discounting thereof shall not be deemed to be in the ordinary course of business, and any such fixed security already subsisting in favour of the Bank or which may at any time after the execution of the Charge be granted by the Company in favour of the Bank shall rank in priority to the Charge



FILE COPY

**CERTIFICATE OF THE REGISTRATION
OF A CHARGE**

COMPANY NO. 312290

CHARGE NO. 2

I HEREBY CERTIFY THAT A CHARGE CREATED BY AGS
MOTOR COMPANY LTD.

ON 30 APRIL 2008

FOR SECURING ALL SUMS DUE OR TO BECOME DUE

IN FAVOUR OF CLYDESDALE BANK PLC

WAS DELIVERED PURSUANT TO SECTION 410 OF THE
COMPANIES ACT 1985 ON 9 MAY 2008

GIVEN AT COMPANIES HOUSE, EDINBURGH 9 MAY 2008



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES