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CHFP041

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legibly, preferably
in black type, or
bold block
lettering

* insert full name
of company

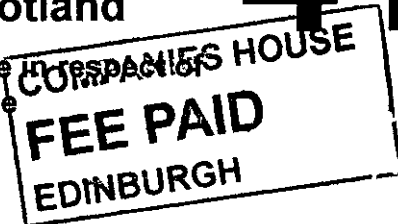
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continuation sheet
410cs

COMPANIES FORM No. 410(Scot)

Particulars of a charge created by a company registered in Scotland

A fee of £13 is payable to Companies House in respect of
each register entry for a mortgage or charge

Pursuant to section 410 of the Companies Act 1985



410

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

For official use Company number



SC335594

Name of company

*Uberior Ventures (Fountainbridge 2) Limited (the **Chargor**)

Date of creation of the charge (note 1)

15 May 2008

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

Bond and Floating Charge (the **Charge**)

Amount secured by the charge

All present and future obligations and liabilities of the Chargor to the Finance Parties (or any of them) under the Charge and under the Facility Agreement and the other Finance Documents and/or any deed or document supplemental thereto, whether actual, contingent, sole, joint and/or several or otherwise, including, without prejudice to the foregoing generality, all obligations to indemnify the Finance Parties but excluding any obligation in respect of which the grant of security under the Charge would contravene Section 151 of the Companies Act 1985 (the **Secured Liabilities**).

See Paper Apart 2 for definitions

Names and addresses of the persons entitled to the charge

Bank of Scotland plc having its registered office at The Mound, Edinburgh, EH1 1YZ (in its capacity as security trustee for the Finance Parties) (the **Security Trustee**)

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

Dundas & Wilson CS LLP
Saltire Court
20 Castle Terrace
Edinburgh EH1 2EN

Time Critical Ref
PCE/NSR/BOS001 4108

For official use (02/2006)

Charges Sec

WEDNESDAY



SYMQRZWO

SCT

21/05/2008

301

COMPANIES HOUSE

Short particulars of all the property charged

The Chargor, as security for the payment and discharge of all the Secured Liabilities, grants in favour of the Security Trustee for itself and as security trustee for the Finance Parties a floating charge over the whole of the Charged Assets

Paragraph 14 of Schedule B1 to the Insolvency Act 1986 (incorporated by Schedule 16 to the Enterprise Act 2002) shall apply to the Charge

See Paper Apart 2 for definitions

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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)

See Paper Apart 1

See Paper Apart 2 for definitions

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

Signed Don + Wm CSW
On behalf of [company] [chargee] †

Date 20 May 2008

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

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

† delete as appropriate

This is the Paper Apart 1 referred to in the preceding Form 410 in respect of the Bond and Floating Charge dated 15 May 2008 granted by Uberior Ventures (Fountainbridge 2) Limited in favour of the Bank of Scotland plc.

- 1 1 The Charge created by the Charge shall, subject to Section 464(2) of the Act, rank in priority to any fixed security which shall be created by the Chargor after the date of execution of the Charge, other than a fixed security in favour of the Security Trustee for itself and/or as trustee for the Finance Parties, and to any other floating charge which shall be created by the Chargor after the date of execution of the Charge and, subject as aforesaid, no such fixed security or other floating charge shall rank in priority to or equally with or postponed to the floating charge created by the Charge
- 1 2 Except with the prior written consent of the Security Trustee, the Chargor shall not during the Security Period create, incur, assume or permit to subsist any Security on all or any part of the Charged Assets except for any Permitted Security arising under or pursuant to or expressly permitted by the terms of any Finance Documents
- 1 3 Except with the prior written consent of the Security Trustee or as expressly permitted by the terms of any Finance Document, the Chargor 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

This is the Paper Apart 2 referred to in the preceding Form 410 in respect of the Bond and Floating Charge dated 15 May 2008 granted by Uberior Ventures (Fountainbridge 2) Limited in favour of the Bank of Scotland plc.

Act means the Companies Act 1985,

Charged Assets means the whole of the property (including uncalled capital) which is or may be from time to time while the Charge is in force comprised in the property and undertaking of the Chargor,

Facility Agreement means the facility agreement dated on or around the date of the Charge between, *inter alios*, Bank of Scotland plc (in its various capacities) and the Chargor,

Finance Documents has the meaning given to it in the Facility Agreement;

Finance Parties has the meaning given to it in the Facility Agreement,

Permitted Security has the meaning given to it in the Facility Agreement, and

Security has the meaning given to it in the Facility Agreement



FILE COPY

**CERTIFICATE OF THE REGISTRATION
OF A CHARGE**

COMPANY NO. 335594
CHARGE NO 1

I HEREBY CERTIFY THAT A CHARGE CREATED BY UBERIOR
VENTURES (FOUNTAINBRIDGE 2) LIMITED

ON 15 MAY 2008

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 21 MAY 2008

GIVEN AT COMPANIES HOUSE, EDINBURGH 22 MAY 2008



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES