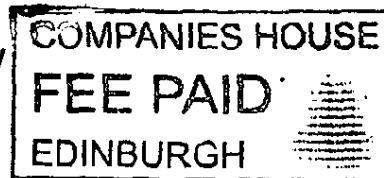


# MG01s

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 you are in Northern  
Ireland, please use form MG01.

SATURDAY



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COMPANIES HOUSE

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<b>1</b>	<b>Company details</b>		For official use	
Company number	S	C	3	9
Company name in full	A G D Duff & Partners Limited (the "Company")			
	Date of creation			
	d	1	m	0
	7	5	y	2
			1	1
<b>3</b>	<b>Description</b>			
	Please give a description of the instrument (if any) creating or evidencing the charge e.g. 'Standard security', 'Floating charge' etc.			
Description	Floating Charge			
<b>4</b>	<b>Amount secured</b>			
	Please give us details of the amount secured by the charge.			
Amount secured	All the Company's liabilities to RBSIF of any kind and in any currency (whether present or future actual or contingent and whether incurred alone or jointly with another) together with RBSIF's charges and commission Interest and Expenses (the "Company's Obligations").			
	"Expenses" means all expenses (on a full indemnity basis) incurred by RBSIF or any Receiver at any time in connection with the Property or the Company's Obligations or in taking or perfecting the Floating Charge or in assigning discharging preserving defending or enforcing the security created by the Floating Charge or in exercising any power under the Floating Charge or otherwise with Interest from the date they are incurred.			
	"Interest" means interest at the same rate as the discounting charge charged to the Company by RBSIF from time to time.			
			Continuation page Please use a continuation page if you need to enter more details.	

# MG01s

Particulars of a charge created by a company registered in Scotland

## 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 RBS Invoice Finance Limited ("RBSIF")  
Address Smith House, PO Box 50, Elmwood Avenue, Feltham, Middlesex

Postcode T W 1 3 7 Q D

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 whole of the property (including uncalled capital) which is or may be from time to time while the Floating Charge is in force comprised in the property and undertaking of the Company (the "Property").

# MG01s

Particulars of a charge created by a company registered in Scotland

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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

Unless otherwise agreed in writing by RBSIF, the Floating Charge shall, subject to Section 464(2) of the Companies Act 1985 and to the following provisions, rank in priority to any fixed security and any other floating charge which shall be created by the Company after its execution of the Floating Charge.

Any fixed security granted by the Company in favour of RBSIF either before or after the Company's execution of the Floating Charge shall in all respects rank in priority to the Floating Charge.

Except with the previous written consent of RBSIF, the Company will not create or permit to arise any fixed security or floating charge or lien (including in each case one which ranks after the Floating Charge as well as one which has priority over or ranks *pari passu* with the Floating Charge) on any of the property charged and will ensure that no Subsidiary of the Company will create or permit to arise any fixed security or floating charge or lien on any of its undertaking property assets or rights other than in each case in favour of RBSIF.

"Subsidiary" bears the meaning ascribed to that term in Section 1159 of the Companies Act 2006.

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.

# MG01s

Particulars of a charge created by a company registered in Scotland

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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

N/A

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<sup>2</sup>

Please sign the form here.

Signature

Signature

X



X

### <sup>2</sup>Signature

This form must be signed by a person with an interest in the registration of the charge.

# MG01s

Particulars of a charge created by a company registered in Scotland

## 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  
LEG/RBW/RO870 X166

Company name  
MORTON FRASER LLP

Address  
QUARTERMILE TWO

2 LISTER SQUARE

Post town  
EDINBURGH

County/Region

Postcode  
E H 3 9 G L

Country  
SCOTLAND

DX  
DX ED119, 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 mortgage(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](http://www.companieshouse.gov.uk) or email [enquiries@companieshouse.gov.uk](mailto: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](http://www.companieshouse.gov.uk)



**FILE COPY**

**CERTIFICATE OF THE REGISTRATION  
OF A CHARGE**

COMPANY NO. 390477

CHARGE NO. 2

I HEREBY CERTIFY THAT A CHARGE CREATED BY A G D DUFF  
& PARTNERS LIMITED

ON 17 MAY 2011

FOR SECURING ALL SUMS DUE OR TO BECOME DUE

IN FAVOUR OF RBS INVOICE FINANCE LIMITED

WAS DELIVERED PURSUANT TO SECTION 878 OF THE  
COMPANIES ACT 2006 ON 21 MAY 2011

GIVEN AT COMPANIES HOUSE, EDINBURGH 25 MAY 2011



*Companies House*  
— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES