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CHFP021

COMPANIES FORM No. 466(Scot)

Particulars of an instrument of alteration to a floating charge created by a company registered in Scotland

466

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 and 466 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

COMPANIES HOUSE
FEE PAID
EDINBURGH

Company number

SC390477

Name of company

* A G D DUFF & PARTNERS LIMITED ("THE COMPANY")

** insert full name of company*

Date of creation of the charge (note 1)

17 MAY 2011

Description of the instrument creating or evidencing the charge or of any ancillary document which has been altered (note 1)

FLOATING CHARGE (THE "RBSIF FLOATING CHARGE")

Names of the persons entitled to the charge

RBS INVOICE FINANCE LIMITED, INCORPORATED UNDER THE COMPANIES ACTS IN ENGLAND WITH REGISTERED NUMBER 662221 AND HAVING ITS REGISTERED OFFICE AT SMITH HOUSE, ELMWOOD AVENUE, FELTHAM, MIDDLESEX TW13 7QD (HEREINAFTER CALLED "RBSIF")

Short particulars of all the property charged

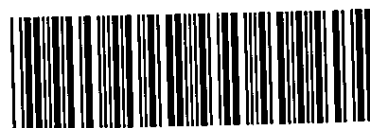
THE WHOLE OF THE COMPANY'S PROPERTY AND UNDERTAKING AND IN PARTICULAR INCORPORATING A CHARGE ON ALL BOOK DEBTS OR OTHER DEBTS NOW AND IN THE FUTURE OWING TO THE COMPANY.

Presenter's name address and reference (if any):

LEG/RBW/RO870X166
MORTON FRASER LLP
DX ED 119
EDINBURGH

For official use (0
Charges Section

FRIDAY



SU2ZBUVN

SCT

10/06/2011

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COMPANIES HOUSE

1. THE COMPANY

2. RBSIF

3. THE ROYAL BANK OF SCOTLAND PLC, INCORPORATED UNDER THE COMPANIES ACTS IN SCOTLAND AND HAVING ITS REGISTERED OFFICE AT 36 ST. ANDREW SQUARE, EDINBURGH EH2 2YB ("THE BANK")

*Please do not
write in
this margin*

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

Date(s) of execution of the instrument of alteration

5 JUNE 2011

A statement of the provisions, if any, imposed by the instrument of alteration prohibiting or restricting the creation by the company of any fixed security or any other floating charge having, priority over, or ranking pari passu with the floating charge

N/A

Short particulars of any property released from the floating charge

N/A

The amount, if any, by which the amount secured by the floating charge has been increased

N/A

*Please do not
write in
this margin*

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

(1) THE BANK WITH THE CONSENT OF THE COMPANY AGREES THAT THE RBSIF FLOATING CHARGE SHALL INsofar AS IT RELATES TO THE PURCHASED DEBTS BUT NOT FURTHER OR OTHERWISE RANK IN PRIORITY TO THE BANK'S FLOATING CHARGE FOR THE PAYMENT TO RBSIF OF THE COMPANY'S OBLIGATIONS TO RBSIF WITHOUT LIMIT AS A CONTINUING SECURITY AND THIS PRIORITY SHALL NOT BE AFFECTED BY ANY FLUCTUATION IN THE AMOUNT FROM TIME TO TIME OWING BY THE COMPANY TO RBSIF NOR BY THE EXISTENCE AT ANY TIME OF A NIL OR CREDIT BALANCE ON ANY ACCOUNT OF THE COMPANY WITH RBSIF.

(2) RBSIF WITH THE CONSENT OF THE COMPANY AGREES THAT SUBJECT TO (1) ABOVE THE BANK'S FLOATING CHARGE SHALL RANK IN PRIORITY TO THE RBSIF FLOATING CHARGE AS A CONTINUING SECURITY FOR THE PAYMENT TO THE BANK OF THE COMPANY'S OBLIGATIONS TO THE BANK WITHOUT LIMIT AND THIS RANKING SHALL NOT BE AFFECTED BY ANY FLUCTUATION IN THE AMOUNT FROM TIME TO TIME OWING BY THE COMPANY TO THE BANK NOR BY THE EXISTENCE AT ANY TIME OF A NIL OR CREDIT BALANCE ON ANY ACCOUNT OF THE COMPANY WITH THE BANK.

IN THE INTERPRETATION OF THE FOREGOING:-

"AGREEMENT" MEANS AN AGREEMENT DATED 2 MAY 2011 ENTERED INTO BY THE COMPANY WITH RBSIF UNDER WHICH CERTAIN DEBTS AND RELATED RIGHTS (AS EACH IS DEFINED IN THE AGREEMENT) DUE TO THE COMPANY ON THE DATE THEREOF OR WHICH SHALL COME INTO EXISTENCE THEREAFTER HAVE BEEN OR ARE TO BE ASSIGNED BY THE COMPANY TO RBSIF FREE OF ALL ENCUMBRANCES;

"BANK'S FLOATING CHARGE" MEANS A FLOATING CHARGE DATED 17 MAY 2011 GRANTED BY THE COMPANY TO THE BANK CREATING A FLOATING CHARGE OVER THE COMPANY'S WHOLE PROPERTY AND UNDERTAKING AND IN PARTICULAR INCORPORATING A CHARGE ON ALL BOOK DEBTS OR OTHER DEBTS NOW AND IN THE FUTURE OWING TO THE COMPANY;

"DEBTS" MEANS ALL DEBTS NOW OR IN THE FUTURE DUE TO THE COMPANY;

"PURCHASED DEBTS" MEANS ALL OR ANY OF THE DEBTS TOGETHER WITH THEIR RELATED RIGHTS (AS EACH IS DEFINED IN THE AGREEMENT) WHICH ARE PURCHASED OR THE OWNERSHIP OF WHICH ARE ASSIGNED OR ARE INTENDED TO BE ASSIGNED TO RBSIF PURSUANT TO THE AGREEMENT.

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

Signed  Date 08/06/2011

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)*

Notes

1. A description of the instrument e.g. "Instrument of Charge" "Debenture" etc as the case may be, should be given. For the date of creation of a charge see section 410(5) of the Companies Act. delete as appropriate
2. In accordance with section 466(1) the instrument of alteration should be executed by the company, the holder of the charge and the holder of any other charge (including a fixed security) which would be adversely affected by the alteration.
3. A certified copy of the instrument of alteration, 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 execution of that instrument.
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 Registration Office, 139 Fountainbridge, Edinburgh EH3 9FF DX 235 Edinburgh or LP - 4 Edinburgh 2



FILE COPY

**CERTIFICATE OF THE REGISTRATION
OF AN ALTERATION TO A FLOATING CHARGE**

COMPANY NO. 390477

CHARGE NO. 2

I HEREBY CERTIFY THAT PARTICULARS OF AN INSTRUMENT
OF ALTERATION DATED 6 JUNE 2011

WERE DELIVERED PURSUANT TO SECTION 878 OF THE
COMPANIES ACT 2006
ON 10 JUNE 2011

THE INSTRUMENT RELATES TO A CHARGE CREATED ON 17
MAY 2011

BY A G D DUFF & PARTNERS LIMITED

IN FAVOUR OF
RBS INVOICE FINANCE LIMITED

FOR SECURING ALL SUMS DUE OR TO BECOME DUE

GIVEN AT COMPANIES HOUSE, EDINBURGH 14 JUNE 2011



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES