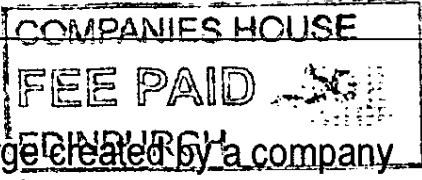


0493971017



In accordance with Section 878 of the Companies Act 2006.

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 for particulars of a mortgage created by a company in England and Wales or Northern Ireland. If this is the case, please use form MG01.



SCT *S14QDNQG* 15/03/2012 #134
COMPANIES HOUSE

THURSDAY

1 Company details

Company number: S C 2 1 7 2 3 1

Company name in full: MILLER PRESTONHOLM LIMITED (the "Chargor")

→ **Filling in this form**
Please complete in typescript or in bold black capitals.
All fields are mandatory unless specified or indicated by *

2 Date of creation of charge

Date of creation: d0 d7 m0 m3 y2 y0 y1 y2

3 Description

Please give a description of the instrument (if any) creating or evidencing the charge e.g. 'Standard security', 'Floating charge' etc.

Description: Standard Security (the "Standard Security")

4 Amount secured

Please give us details of the amount secured by the charge.

Amount secured: The Secured Obligations.
Please see continuation sheet for definitions.

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

The Royal Bank of Scotland plc as trustee, agent

Address

and security agent for each of the Senior Secured

Parties (the "Security Agent")

Postcode

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

All and whole the property or properties described in the Schedule to the Standard Security (a copy of which is annexed to this form MG01s and which property is known as subjects at Prestonholm, Gorebridge, Midlothian Title Number MID137898) or such of them as shall for the time being remain subject to the Standard Security including all buildings, erections and fixtures and fittings and fixed plant for the time being thereon and all improvements and additions thereto and all servitudes and other heritable rights appurtenant thereto subject to and with the benefit of all leases, underleases, tenancies, agreements for lease, rights, burdens and conditions affecting the same but otherwise free from Security.

Please see continuation sheet for definitions.

MG01s

Particulars of a charge created by a company registered in Scotland

8 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 Nil

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

Please sign the form here.

Signature

Signature

X

Andrew Ford

X

Signature

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

FOR AND ON BEHALF OF
MACLAY MURRAY & SPENS LLP

CHFP025
03/11 Version 5.0

MG01s

Particulars of a charge created by a company registered in Scotland

7 Statement, in the case of a floating charge, as to any restrictions on power to grant further securities and any ranking provision ^①

N/A

^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

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 AMR/BAN.13.4536

Company name Maclay Murray & Spens LLP

Address Quatermile One

15 Lauriston Place

Post town Edinburgh

County/Region

Postcode

E	H	3		9	E	P
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Country United Kingdom

DX ED137

Telephone 0131 228 7000

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 mortgagee(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 or email 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

MG01s - continuation page

Particulars of a charge created by a company registered in Scotland

4

Amount secured

Please give us details of the amount secured by the charge.

Amount secured

"Secured Obligations" means all present and future obligations and liabilities (whether actual or contingent, whether owed jointly or severally, or as principal debtor, guarantor or surety or otherwise or as the equivalent obligor under the laws of any other jurisdiction) of the Chargor or any other Obligor to the Security Agent and the other Senior Secured Parties (or any of them) under the Finance Documents together with:

- (a) any refinancing, novation, refunding, deferral or extension of or increase in any of those obligations or liabilities;
- (b) any further advances and additional facilities which may be made by any Senior Secured Party to the Chargor or any other Obligor under any Finance Document and all interest, fees and costs in connection therewith;
- (c) any claim for damages or restitution in the event of rescission of any of those obligations or liabilities or otherwise in connection with any of the Finance Documents;
- (d) any claim against the Chargor or any other Obligors flowing from the recovery by the Chargor or any other Obligors of a payment or discharge in respect of any of those liabilities on grounds of preference or otherwise;
- (e) any amounts which would be included in any of the foregoing but for any discharge, non-provability, unenforceability or non-allowability of the same in any insolvency or other proceedings; and
- (f) all costs, charges and expenses incurred by the Security Agent or any other Senior Secured Party and payable by an Obligor in connection with the protection, preservation or enforcement of its rights against the Chargor or any other Obligor.

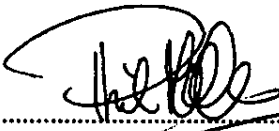
"Facilities Agreement" means the senior facilities agreement dated of even date with the Standard Security between, among others, the Parent, Bank of Scotland plc, National Australia Bank Limited and The Royal Bank of Scotland plc as Arrangers, The Royal Bank of Scotland plc as Agent and Security Agent and the Original Lenders.


"Finance Documents", "Obligor", "Security" and "Senior Secured Parties" each have the meaning ascribed to those terms in the Facilities Agreement.

THIS IS THE SCHEDULE REFERRED TO IN THE FOREGOING STANDARD SECURITY BY MILLER PRESTONHOLM LIMITED IN FAVOUR OF THE ROYAL BANK OF SCOTLAND PLC (AS SECURITY AGENT FOR ITSELF AND OTHERS) OVER SUBJECTS AT PRESTONHOLM, GOREBRIDGE, MIDLOTHIAN

SCHEDULE - PROPERTY

ALL and WHOLE that area of ground situated at Prestonholm, Gorebridge, Midlothian extending to thirty one acres and eight decimal or one hundredth parts of an acre or thereby imperial measure, all as more particularly described in and shown outlined in red on the plan annexed and executed as relative to the Disposition by the British Coal Corporation in favour of Pennant Vehicle Leasing Limited (therein named Pennant Plant Limited) dated fourteenth July and recorded in the Division of the General Register of Sasines applicable to the County of Midlothian on eleventh August, both days in nineteen hundred and ninety eight and undergoing registration in the Land Register of Scotland under Title Number MID137898.


..... Director


FOR AND ON BEHALF OF
MACLAY MURRAY & SPEIRS LLP



FILE COPY

**CERTIFICATE OF THE REGISTRATION
OF A CHARGE**

COMPANY NO. 217231
CHARGE NO. 3

I HEREBY CERTIFY THAT A CHARGE CREATED BY MILLER
PRESTONHOLM LIMITED

ON 7 MARCH 2012

FOR SECURING ALL SUMS DUE OR TO BECOME DUE

IN FAVOUR OF THE ROYAL BANK OF SCOTLAND PLC

WAS DELIVERED PURSUANT TO SECTION 878 OF THE
COMPANIES ACT 2006 ON 15 MARCH 2012

GIVEN AT COMPANIES HOUSE, EDINBURGH 16 MARCH 2012



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES