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CHFP025

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legibly, preferably
in black type, or
bold black lettering

*insert full name
of Company

COMPANIES FORM No. 395**Particulars of a mortgage or charge**

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

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number

21

00653665

Name of company

* Imperial Commercials Limited

Date of creation of the charge

18 July 2008

Description of the instrument (if any) creating or evidencing the charge (note 2)

Rent Deposit Deed

Amount secured by the mortgage or charge

The payment of all sums payable by the Tenant pursuant to the Lease arising
from one or more of the following:

- (a) Any breach by the Tenant of the covenants
- (b) The obligation to make good any dilapidations to the premises at the
end of the term of the Lease
- (c) Any breach by the Tenant of the terms of this Deed
- (d) An event of default, including any sums to which the Landlord is
entitled to prove in the winding up or bankruptcy of the Tenant whether or
not following a disclaimer of the Lease and
- (e) The obligation to pay all legal and others costs charges and expenses
incurred by the Landlord in relation to paragraphs (a)-(d) of this
definition

(The "secured liabilities")

SEE CONTINUATION SHEET

Names and addresses of the mortgagees or persons entitled to the charge

Mauney Finance S.a r.l incorporated under the laws of the Grand Duchy of
Luxembourg registered with the Luxembourg Trade and Companies Register
SEE CONTINUATION SHEET

Postcode

Presenter's name address and
reference (if any)

Eversheds LLP

115 Colmore Row, Birmingham
B3 3AL

(Ref: TOMKINS/161938 000003)

Time critical reference

For official Use (06/2005)

Mortgage Section

Post room

WEDNESDAY



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A12

23/07/2008

COMPANIES HOUSE

145

Short particulars of all the property mortgaged or charged

A first fixed equitable charge to the Landlord over the Current Balance given by the Tenant with full title guarantee as continuing security for the Secured Liabilities

The "Current Balance" is defined in the Rent Deposit Deed as the balance from time to time of the Deposit Account

The "Deposit Account" is defined as a separate interest-bearing deposit account opened with the Landlord's bank or the bank of the Landlord's managing agents ("the Bank") On the date of the Rent Deposit Deed the Tenant paid to the Landlord £70,000 which was paid into the Deposit Account The Rent Deposit Deed contains the following provisions:

(1) The Tenant acknowledges that the Landlord is entitled to make withdrawals from the Deposit Account on the terms of this Deed and that any moneys so withdrawn will become the property of the Landlord

(2) The Tenant is not to create any other legal or equitable charge (whether fixed or floating) lien or encumbrance over the current balance whether ranking in priority to equal with or behind the security created by this Deed

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Particulars as to commission allowance or discount (note 3)

Signed *S. H. Jones*

Date 21 July 2008

On behalf of ~~[company]~~ [mortgagee/chargee] *Maurice Frome Sari*

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 The original instrument (if any) creating or evidencing the charge, together with these prescribed particulars correctly completed must be delivered to the Registrar of Companies within 21 days after the date of creation of the charge (section 395) If the property is situated and the charge was created outside the United Kingdom delivery to the Registrar must be effected within 21 days after the date on which the instrument could in due course of post, and if dispatched with due diligence, have been received in the United Kingdom (section 398) A copy of the instrument creating the charge will be accepted where the property charged is situated and the charge was created outside the United Kingdom (section 398) and in such cases the copy must be verified to be a correct copy either by the company or by the person who has delivered or sent the copy to the Registrar The verification must be signed by or on behalf of the person giving the verification and where this is given by a body corporate it must be signed by an officer of that body A verified copy will also be accepted where section 398(4) applies (property situated in Scotland or Northern Ireland) and Form No 398 is submitted
- 2 A description of the instrument, eg "Trust Deed", "Debenture", "Mortgage", or "Legal charge", etc, as the case may be, should be given
- 3 In this section there should be inserted the amount or rate per cent of the commission, allowance or discount (if any) paid or made either directly or indirectly by the company to any person in consideration of his,
 - (a) subscribing or agreeing to subscribe, whether absolutely or conditionally, or
 - (b) procuring or agreeing to procure subscriptions, whether absolute or conditional,for any of the debentures included in this return The rate of interest payable under the terms of the debentures should not be entered
- 4 If any of the spaces in this form provide insufficient space the particulars must be entered on the prescribed continuation sheet
- 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 must be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is **Companies House, Crown Way, Cardiff CF14 3UZ**

CHFP025

Particulars of a mortgage or charge (continued)

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Continuation sheet No 1
to Form No 395 and 410 (Scot)

*Please complete
legibly, preferably
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bold block lettering*

Company Number

00653665

Name of Company

Imperial Commercials

Limited*

* delete if
inappropriate

Description of the instrument creating or evidencing the mortgage or charge (continued) (note 2)

The "Lease" is defined as a lease of the premises dated the same date at this Deed made between (1) the Landlord and (2) the Tenant together with any documents varying or supplementary or ancillary to it

The "Landlord" is defined as Mauney Finance Sarl

The "Tenant" is defined as Imperial Commercials Limited

The "Premises" are defined as the premises known as Unit 19 Wellesbourne Park, Wellesbourne, Warwickshire described in more detail in the Lease

The "Covenants" are defined as the obligations and conditions in the Lease to be complied by a Tenant of the Lease, including the obligation to pay rent

"Event of default" is defined as one or more of the following events:

(a) The disclaimer of the Lease by the Crown or by a liquidator or trustee in bankruptcy of the Tenant

(b) If the Tenant is a company, the Tenant is struck off the Register of Companies or otherwise ceases to exist; and

(c) The forfeiture of the Lease

References to "this Deed " are to the Rent Deposit Deed

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Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)

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

under number B130645 whose registered office is at Carre Bonn 20 Rue de la
Poste L-2346 Luxembourg

***Please complete
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bold block lettering***



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

Pursuant to section 401(2) of the Companies Act 1985

**COMPANY NO. 653665
CHARGE NO. 2**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A RENT DEPOSIT DEED DATED 18
JULY 2008 AND CREATED BY IMPERIAL COMMERCIALS LTD
FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM
THE COMPANY TO MAUNEY FINANCE S.A.R.L UNDER THE
TERMS OF THE AFOREMENTIONED INSTRUMENT CREATING
OR EVIDENCING THE CHARGE WAS REGISTERED PURSUANT
TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE
23 JULY 2008

GIVEN AT COMPANIES HOUSE, CARDIFF THE 24 JULY 2008



Companies House
— for the record —

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THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES