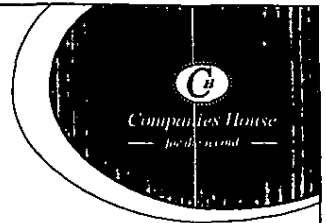


In accordance with
Section 860 of the
Companies Act 2006.

MG01

Particulars of a mortgage or charge



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 mortgage or charge
in England and Wales or Northern
Ireland.

☐ **What this form is for**
You cannot use this
particulars of a charge
company. To do this,
form MG01s.

SATURDAY



PC4 19/12/2009 707

COMPANIES HOUSE

ase
uk

1

Company details

Company number 1189115

Company name in full ZENOFFICE LIMITED

1115

→ 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 17 12 2009

3

Description

Please give a description of the instrument (if any) creating or evidencing the
charge, e.g. 'Trust Deed', 'Debenture', 'Mortgage', or 'Legal charge'.

Description

Debenture

4

Amount secured

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

Amount secured

4

ZENOFFICE LIMITED ("the Chargor")
covenants that it will on demand pay to Positive Cashflow
Finance Limited ("Positive") all monies and discharge all
obligations and liabilities now or at any time after the date of
this deed, due, owing or incurred by it to Positive in each
case when the same become due for payment or discharge
whether by acceleration or otherwise and whether such
monies, obligations or liabilities are express or implied,
present, future or contingent, joint or several, incurred as
principal or surety, originally owing to Positive or purchased
or otherwise acquired by it, denominated in Sterling in any
other currency incurred on any account or in any other
manner ("the Secured Obligations").

Continuation page

Please use a continuation page if
you need to enter more details.

MG01

Particulars of a mortgage or charge

5		Mortgagee(s) or person(s) entitled to the charge (if any)	Continuation page Please use a continuation page if you need to enter more details.
		Please give the name and address of the mortgagee(s) or person(s) entitled to the charge.	
Name	Positive Cashflow Finance Limited (Company No. 06263602)		
Address	Castlefield House, Liverpool Road, Manchester		
Postcode	M 3 4 S B		
Name			
Address			
Postcode			

6		Short particulars of all the property mortgaged or charged	Continuation page Please use a continuation page if you need to enter more details.
		Please give the short particulars of the property mortgaged or charged.	
Short particulars	<p>The Chargor charges to Positive with full title guarantee and by way of first fixed charge (and as regards all those parts of the freehold and leasehold property in England and Wales now vested in the Chargor by way of first legal charge) as a continuing security for the payment and discharge of the Secured Obligations the following assets both present and future from time to time owned by the Chargor or in which the Chargor may from time to time have an interest:-</p> <p>a) Properties. All present and future freehold and leasehold property (including without limitation the property specified in the Schedule) and all liens, charges, options, agreements, rights and interest in or over land or the proceeds of sale of land and all buildings (including trade fixtures) and fixed plant and machinery for the time being on such property or land together with all rights, easements and privileges appurtenant to, or benefiting the same;</p> <p>b) Plant and Machinery. All plant, machinery, vehicles, computers and office and other equipment and the benefit of all contracts and warranties relating to the same;</p>		

MG01 - continuation page

Particulars of a mortgage or charge

6	Short particulars of all the property mortgaged or charged
	Please give the short particulars of the property mortgaged or charged.
Short particulars	<p>c) Securities. All stocks, shares, bonds and securities of any kind whether marketable or otherwise and all other interests (including, but not limited to, loan capital) in any person, including all allotments, rights, benefits and advantages at any time occurring, offered or arising in respect of or incidental to the same and all money or property occurring offered at any time by way of conversion, redemption, bonus, preference, option, dividend, distribution, interest or otherwise in respect of such Securities;</p> <p>d) Non-Vesting and Other Debts. All Non-Vesting Debts and Other Debts together with the full benefit of any encumbrances, collateral instruments and all other rights relating to such encumbrances or collateral instruments (including, without limitation, reservations of proprietor interest) rights of tracing any unpaid vendors liens and associated rights;</p> <p>e) Insurances. All monies from time to time payable to the Chargor under or pursuant to the Insurances including, without limitation, the refund of any premiums;</p> <p>f) Goodwill and Uncalled Capital. All goodwill and uncalled capital; and</p> <p>g) Intellectual Property Rights. All patents, patent applications, trademarks and service marks (whether registered or not), trade mark applications, service marks, applications trademarks, registered designs, design rights, copyrights, computer trade names, registered designs, computer programmes, know-how and trade secrets and all other industrial or intangible property or rights and all licences, agreements and ancillary and connected rights relating to, intellectual intangible property;</p> <p>h) Floating Charge. The Chargor charges to Positive with full title guarantee and by way of first floating charge as a continuing security for the payment and discharge of the Secured Obligations, its undertaking and all its property assets and rights both present and future, other than any property or assets from time to time effectively charged by way of legal mortgage or fixed charge pursuant to clause 3.1 or otherwise pursuant to this Deed but including (without limitation) an of its property and assets situated in Scotland.</p>

MG01

Particulars of a mortgage or charge

7

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

8

Delivery of instrument

You must deliver the original instrument (if any) creating or evidencing the charge and these prescribed particulars to the Registrar of Companies within 21 days after the date of creation of the charge (section 860). If the property is situated and the charge was created outside the United Kingdom (UK), you must deliver the information to the Registrar within 21 days after the date on which the instrument could have been received in the UK in the normal course of post and assuming you had posted it promptly (section 866).

We will accept a verified copy of the instrument creating the charge where the property charged is situated and the charge was created outside the UK (section 870). The company or the person who has delivered the copy to the Registrar must verify it to be a correct copy and sign it. Where a body corporate gives the verification, an officer of that body must sign it. We will also accept a verified copy where section 867(2) applies (property situated in another part of UK).

9

Signature

Please sign the form here.

Signature

Signature

X *P. Cull*

X

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

MG01

Particulars of a mortgage or charge

**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

ANN BALDWIN

Company name

POSITIVE CASHFLOW FINANCE LTD

Address

CASTLEFIELD HOUSE

LIVERPOOL ROAD

MANCHESTER

Post town

County/Region

Postcode

M3 4SB

Country

DX

Telephone

**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 the original deed 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 mortgagee or 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 mortgaged or 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 mortgage or 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,
First Floor, Waterfront Plaza, 8 Laganbank Road,
Belfast, Northern Ireland, BT1 3BS.
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



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

Pursuant to section 869(5) & (6) of the Companies Act 2006

**COMPANY NO. 1189115
CHARGE NO. 5**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A DEBENTURE DATED 17
DECEMBER 2009 AND CREATED BY ZENOFFICE LIMITED FOR
SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE
COMPANY TO POSITIVE CASHFLOW FINANCE LIMITED ON
ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT
TO CHAPTER 1 PART 25 OF THE COMPANIES ACT 2006 ON THE
19 DECEMBER 2009

GIVEN AT COMPANIES HOUSE, CARDIFF THE 22 DECEMBER
2009



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES