

# M

## COMPANIES FORM No. 395

### Particulars of a mortgage or charge

# 395

CHFP025

Please do not  
write in  
this margin

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

\*insert full name  
of Company

Pursuant to section 395 of the Companies Act 1985

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

For official use

114

Company number

01990682

Name of company

\* Hays Travel Limited (the Company)

Date of creation of the charge

16 September 2005

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

Debenture (the **Debenture**) between (1) the Company and (2) National  
Westminster Bank Plc (the **Bank**)

Amount secured by the mortgage or charge

All the Company's liabilities to the Bank of any kind and in any currency  
(whether present or future actual or contingent and whether incurred alone  
or jointly with another) together with the Bank's charges and commission  
Interest (as defined below) and Expenses (as defined below) (the **Company's**  
**Obligations**)

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

National Westminster Bank Plc of 135 Bishopsgate, London

Please return  
via

Postcode EC2M 3UR

CH London Counter  
Sender's name address and  
reference (if any):

Denton Wilde Sapte  
1 Fleet Place  
London  
EC4M 7WS

LVP/RWG/70102.00128

Time critical reference

For official Use (02/00)  
Mortgage Section

Post room



Short particulars of all the property mortgaged or charged

1. Under the terms of the Debenture, the Company charged, with full title guarantee, to the Bank:

(a) by way of fixed charge all the plant and machinery vehicles and computer equipment of the Company present and future not regularly disposed of in the ordinary course of business and all associated warranties and maintenance contracts;

(Continued in the Continuation Sheet (document 7205853))

Please do not write in this margin

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

Particulars as to commission allowance or discount (note 3)

NIL

Signed Denton Wilde Septe

Date 21 September 2005

On behalf of ~~XXXXXXXXXXXXXXXXXXXX~~ [chargee] †

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 situate 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

**COMPANIES FORM No. 395 (Cont.)**

Continuation Sheet No 1

Company Number

01990682

Name of company

Hays Travel Limited (the Company)

Short particulars of all the property mortgaged or charged (continued)

(Continued from document 7205758)

- (b) by way of fixed charge all furniture furnishings equipment tools and other chattels of the Company present and future not regularly disposed of in the ordinary course of business;
- (c) by way of fixed charge all rents receivable from any lease granted out of any freehold and leasehold property of the Company;
- (d) by way of fixed charge all the goodwill and uncalled capital of the Company present and future;
- (e) by way of fixed charge all stocks shares and other securities held by the Company from time to time in any subsidiary and all income and rights derived from or attaching to the same;
- (f) by way of fixed charge all stocks shares and other securities of the Company present and future (except those charged by paragraph 1(e) of this Form 395) and all income and rights derived from or attaching to the same;
- (g) by way of fixed charge all Intellectual Property Rights (as defined below) choses in action licences and claims of the Company present and future and the insurance policies and proceeds of any insurance from time to time affecting the Property (as defined below);
- (h) by way of fixed charge the benefit of any currency or interest rate swap cap or collar or other hedging agreement or any futures transaction or treasury instrument made with the Bank or any third party;
- (i) by way of fixed charge all book debts and other debts of the Company present and future and the proceeds of payment or realisation of each of them until the receipt of the proceeds from time to time into an account in accordance with the Debenture;
- (j) by way of floating charge all the undertaking and all property assets and rights of the Company present and future not subject to a fixed charge under the Debenture.

**Restrictions**

The Company will not without the previous written consent of the Bank:-

- (a) create or permit to arise any mortgage charge or lien on the Property;
- (b) dispose of the Property charged (other than by floating charge) by paragraph 1 of this Form 395;

(continued on page 2)

**COMPANIES FORM No. 395 (Cont.)**

Continuation Sheet No 2

Company Number

01990682

Name of company

Hays Travel Limited (the Company)

Short particulars of all the property mortgaged or charged (continued)

- (c) deal with the Company's book debts and other debts otherwise than by collecting them in the ordinary course of the Company's business and in particular the Company will not realise its book debts and other debts by means of block discounting factoring or the like;
- (d) dispose of the Property charged by way of floating charge under paragraph 1(j) of this Form 395 other than in the ordinary course of business;
- (e) grant or accept a surrender of any lease or licence of or part with or share possession or occupation of its freehold and leasehold property or any part of it.

(continued on page 3)

COMPANIES FORM No. 395 (Cont.)

Continuation Sheet No 3

Company Number

01990682

Name of company

Hays Travel Limited (the Company)

Definitions

**Definitions**

**"Expenses"** means all expenses (on a full indemnity basis) incurred by the Bank or any receiver at any time in connection with the Property or the Company's Obligations or in taking or perfecting the deed or in preserving defending or enforcing the security created by the deed or in exercising any power under the deed or otherwise with Interest from the date they are incurred.

**"Intellectual Property Rights"** include (without limitation) all rights in patents inventions copyrights design rights trademarks service marks database rights confidential information know-how domain names and business names.

**"Interest"** means interest at the rate(s) charged to the Company by the Bank from time to time.

**"Property"** means the whole and any part of the undertaking property and assets of the Company charged by paragraph 1 of this Form 395.

FILE COPY



## CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 01990682

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 16th SEPTEMBER 2005 AND CREATED BY HAYS TRAVEL LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO NATIONAL WESTMINSTER BANK PLC 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 22nd SEPTEMBER 2005.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 27th SEPTEMBER 2005 .



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*

— for the record —

HC  
Dunn