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

1512

03197756

Name of company

* QPR Holdings Limited (the "Company")

Date of creation of the charge

28 July 2008

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

Debenture in favour of Amulya Property Limited ("Amulya")

Amount secured by the mortgage or charge

All monies, indebtedness, obligations and liabilities for principal,
interest or otherwise which may now or at any time in the future be owing
or incurred by the Company to Amulya.

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

Amulya Property Limited, OMC Chambers, PO Box 3152, Road Town, Tortola,
British Virgin Islands

Postcode

Presenter's name address and
reference (if any)

Withers LLP
16 Old Bailey
London EC4M 7EG
DX 160 London Chancery Lane

Ref JMW/CZW/MN00065 5

Time critical reference

JZW/CZW/5164406

For official Use (02/06)

Mortgage Section

Post room

THURSDAY



A27FF1V9

A39

31/07/2008

155

COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

See attached Addendum 4/4

21
95

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

Particulars as to commission allowance or discount (note 3)

Not applicable

Signed



Date

30/7/08

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

Name of company

* insert full name
of Company

* QPR Holdings Limited (the "Company")

Addendum 1/4

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

Addendum 2/4

2 Amount due or owing on the mortgage or charge (continued)

Addendum 3/4

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

Addendum 4/4

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

All freehold and leasehold property now and/or at any time during the continuance of this charge belonging to the Company (including without limitation the property specified in the Schedule) and in respect of all leasehold property all covenants in favour of the Company included in any lease, licence or other agreement and all liens, charges, options, agreements, present and future rights and interests (whether legal or equitable) in or over land or the proceeds of sale of land and all buildings, fixtures (including trade fixtures) and fixed plant and machinery from time to time on such property or land together with all rights, easements and privileges appurtenant to, or benefiting, the same,

All plant, machinery, vehicles, computers, office and other equipment, all spare parts, replacements, modifications and additions for the same and the benefit of all warranties and maintenance contracts relating to the same,

All stocks, shares, bonds and securities of any kind whatsoever whether marketable or otherwise and all other interests (including but not limited to loan capital) in any person, including all allotments, rights, accretions, offers, benefits and advantages whatsoever at any time accruing, offered or arising in respect of or incidental to the same whether by way of conversion, redemption, bonus, preference, option, dividend, distribution, interest or otherwise in respect thereof,

All book and other debts, revenues and claims, whether actual or contingent (including amounts standing to the credit of any bank or other accounts) and all choses in action which may give rise to any debt, revenue or claim, whether originally owing to the Company or purchased or otherwise acquired by it and the full benefit of all rights and remedies relating thereto, together with the full benefit of any Encumbrances, Collateral Instruments and any other rights relating thereto, including, without limitation, reservations of proprietary rights, rights of tracing and unpaid vendor's liens and associated rights,

All insurances or assurance policies held by or for the benefit of the Company including any insurances effected by third parties on behalf of the Company or any interest of the Company therein and all proceeds thereof and all bonuses and other moneys benefits and advantages that may be or become payable or accrue thereunder or under any substituted policy and all the right, title and interest whatsoever of the Company therein together with all rights and remedies relating thereto,

All uncalled capital, goodwill, patents, patent applications, trade marks and service marks (whether registered or not), trade mark applications, service-mark applications, brand and trade names, registered designs and applications for such designs, design rights, copyrights and rights in the nature of copyright, computer programs, know-how and trade secrets and all licences and sub-licences now or hereafter granted to or by the Company in respect of any rights of the above nature and all

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other intellectual property rights and ancillary rights and benefits including all royalties fees and other income deriving from the same both present and future of the Company or in which the Company may have an interest and the benefit of all present and future agreements entered into or the benefit of which is enjoyed by the Company relating to the use or exploitation of rights of such nature whether owned by the Company or by others,

All sums standing to the credit of the Company from time to time on any account with any bank or financial institution or organisation

By way of first floating charge the whole of the Company's undertaking and all its other property, assets and rights whatsoever and wheresoever both present and future, including but not limited to the stock in trade of the Company which may from time to time be comprised in the property and undertaking of the Company and the premises described in clause 3 of the Debenture



**CERTIFICATE OF THE REGISTRATION
OF A MORTGAGE OR CHARGE**

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

COMPANY NO. 3197756
CHARGE NO. 52

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A DEBENTURE DATED 28 JULY 2008
AND CREATED BY QPR HOLDINGS LIMITED FOR SECURING
ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY
TO AMULYA PROPERTY LIMITED ON ANY ACCOUNT
WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1
PART XII OF THE COMPANIES ACT 1985 ON THE 31 JULY 2008

GIVEN AT COMPANIES HOUSE, CARDIFF THE 1 AUGUST 2008

D. Hingel



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES