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COMPANIES FORM No. 395

Particulars of a mortgage or charge

139657/13

395

A fee of £10 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

04279533

Name of company

* Purplecircle Pensioners Limited ("Company")

Date of creation of the charge

5 February 2007

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

Legal Charge ("Charge")

Amount secured by the mortgage or charge

All or any money and liabilities which shall from time to time (and whether on or at any time after demand) be due, owing or incurred in whatsoever manner to BoS by the Company, whether actually or contingently, solely or jointly and whether as principal or surety (or guarantor or cautioner) including any money or liabilities of the Company to a third party which have been assigned or novated to or otherwise vested in BoS and including discount, commission and other lawful charges or expenses which BoS may in the course of its business charge or incur in respect of any of those matters or for keeping the Company's account, together with Interest upon them and Expenses relating to them.

("Secured Liabilities")

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

The Governor and Company of the Bank of Scotland whose Head Office is
The Mound, Edinburgh

Postcode EH1 1YZ

Presentor's name address and
reference (if any):

DWF - Solicitors
5 Castle Street
Liverpool
L2 4XE

REF:HEJ/58500/2658

Time critical reference

For official Use
Mortgage Section

Post room

TUESDAY



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13/02/2007

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COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

The Company with full title guarantee charges as security for the Secured Liabilities:

1. By way of legal mortgage the Property together with all present and future buildings and fixtures (including trade and tenant's fixtures) which are at any time on or attached to the Property.
2. By way of fixed charge any goodwill relating to the Property or the business or undertaking conducted at the Property.
3. By way of fixed charge, all plant, machinery and other items attached to and forming part of the Property on or at any time after the date of the Charge.
4. By way of assignment, the Rental Sums together with the benefit of all rights and remedies of the Company relating to them to hold to BoS absolutely subject to redemption upon repayment of the Secured Liabilities.
5. By way of fixed charge all rights and interest in and claims made under any insurance policy relating to any of the property charged under the Charge.
6. By way of floating charge all unattached plant, machinery, chattels and goods at any time after the date of the Charge on or in or used in connection with the Property or the business or undertaking conducted at the Property.

Please do not write in this margin

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

Particulars as to commission allowance or discount (note 3)

Nil

Signed *DWF*

Date *9.2.07*

On behalf of ~~/company/~~ [mortgagee/chargee]

A fee of £10 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 Cheques and Postal Orders are to 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)

Please do not
write in this
binding margin

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

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

Company Number

04279533

Name of Company

Purplecircle Pensioneers Limited ("Company")

Limited*

* delete if
inappropriate

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

The following terms have the following meaning in respect of the Charge:

"BoS" means The Governor and Company of the Bank of Scotland including those deriving title and interest from the Charge.

"Expenses" means the total of the following:

(i) any commission and other charges which BoS may from time to time charge to the Company in the ordinary course of BoS's business in respect of the Secured Liabilities or any service provided by BoS to the Company;

(ii) any costs, charges, premiums, fees and expenses incurred from time to time by BoS or the Receiver under the Charge and which are either repayable by the Company under the Charge or are incurred in the exercise by BoS or the Receiver of their powers under the Charge;

(iii) any costs, charges and expenses incurred by BoS or the Receiver in connection with BoS or the Receiver doing anything to protect the Charge or to obtain possession or sell or deal (in any other way allowed by the Charge) with the Property;

together with VAT upon such terms as appropriate

"Interest" means any sum of money payable to BoS by way of interest upon the Secured Liabilities

"Property" means the leasehold property known as Land and Buildings at Hammond Road, Kirkby Industrial Estate, Merseyside, L33 7UL and described in the lease of land and buildings at Hammond Road, Knowsley Industrial Park, Knowsley, Merseyside.

"Rental Sums" means all rents, profits, income, fees and other sums at any time payable by any lessees, underlessees, tenants or licensees of the Property to the Company pursuant to the terms of any agreements for lease, leases, underleases, tenancies or licences to which all or any part of the Property is subject but not any sums payable in respect of services provided to such lessees, underlessees, tenants or licensees or payable in respect of insurance premiums or reasonable professional fees or expenses.

Please do not
write in this
binding margin

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

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 04279533

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 5th FEBRUARY 2007 AND CREATED BY PURPLECIRCLE PENSIONEERS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 13th FEBRUARY 2007.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 20th FEBRUARY 2007.

PDW



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES