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COMPANIES FORM No. 395

395

Particulars of a mortgage or charge

CHWP000

Please do not
write in
this margin

**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

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

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

For official use

Company number

7

4299508

Name of company

* insert full name
of Company

* PICKWICK GROUP LIMITED

Date of creation of the charge

4 JANUARY 2007

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

03 Debenture

Amount secured by the mortgage or charge

du All monies and liabilities now or at any time hereafter due owing or incurred to Republic Life Common
Fund (L) Limited by the company in any way whatsoever.

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

7 REPUBLIC LIFE COMMON FUND (L) LIMITED, VIA SAN SIMPLICIANO 1/12 MILAN 20121, ITALY

Postcode

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

PICKWICK GROUP LIMITED
230 CENTENNIAL PARK
ELSREE, WD6 3SN

For official Use (02/06)
Mortgage Section

Post room

WEDNESDAY



ADJNPM37

A11

10/01/2007

479

COMPANIES HOUSE

Time critical reference

Short particulars of all the property mortgaged or charged

First legal mortgage on all freehold and leasehold property now vested in the company.

First Fixed Charge on:

- 1 All freehold and leasehold property acquired by the Company in the future.
- 2 All buildings fixtures and fittings (including trade fixtures and fittings) and fixed plant and machinery from time to time on or in the property.
- 3 All stock in trade of the Company.
- 4 All intangible fixed assets of the Company including but not limited to all titles property rights and masters.
- 5 All present and future interests of the Company not effectively mortgaged or charged elsewhere in or over freehold or leasehold property.
- 6 All present and future equipment plant and machinery tools vehicles furniture fittings computers and other tangible property of the Company together with all spare parts, replacements, modifications and additions thereto.
- 7 All rights of the Company in any intellectual property or similar rights including (without limitation) all present and future patents designs copyrights design rights trade marks service marks know how domain names web-sites software computer rights and programmes disk and all applications for registration of any of the foregoing and confidential information.

Please do not write in this margin

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

01
95

Particulars as to commission allowance or discount (note 3)

[Redacted box]

Signed

[Signature]

Date

9-1-7

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

A fee is payable to Companies House in respect of each register entry for a mortgage or charge. (See Note 5)

Notes

† delete as appropriate

- 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 are to be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is: Companies House, Crown Way, Cardiff CF14 3UZ

CHWP000

Please do not
write in this
binding margin

COMPANIES FORM No. 395 (Cont.) AND FORM No. 410 (Scot)(Cont.)

**Particulars of a mortgage or charge
(continued)**

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

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

* delete if
inappropriate

Company number

4299508

Name of company

PICKWICK GROUP LIMITED

Limited *

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

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

Please do not
write in this
binding margin

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

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*

- 8 All present and future stocks shares loan capital securities bonds and investments (whether or not marketable) including in any subsidiary of the Company for the time being owned (at law or in equity) by the Company including all rights accruing or incidental to those investments from time to time.
- 9 All present and future goodwill and uncalled capital for the time being of the Company.
- 10 The benefit of any licences consents and authorisations statutory or otherwise held or required in connection with the Company's business or the use of any charged property and all rights in connection with them.
- 11 All rights interest and claims under all policies of insurance and assurance present and future for the benefit of the Company.
- 12 All present and future rights licences and guarantees rents deposits contracts covenants and warranties relating to freehold and leasehold properties.
- 13 All book debts now and from time to time owing to the Company.
- 14 All present and future or any monies and credit balances standing to the credit of the Company from time to time with any bank or other financial institution person or organisation.
- 15 All other existing and future property of the Company.

First Floating Charge on all the undertaking of the Company all its property assets and rights whatsoever and wheresoever situated present and/or future but so that the Company shall not without the prior written consent of Republic Life Common Fund (L) Limited:

- a) create or permit to subsist any mortgage or lien on the whole or any part of its undertaking other than this Debenture.
- b) sell assign transfer part with possession or otherwise dispose of (or purport so to do) the whole or any part of or any interest in its undertaking or assets except in the ordinary course of and for the purpose of carrying on its business but shall not sell transfer or otherwise dispose of any of its undertaking or assets subject to a fixed charge hereunder.
- c) create or grant (or purport to create or grant) any interest in its undertaking or assets in favour of a third party.
- d) sell assign charge discount factor or otherwise deal with any of its book or other debts or securities or (save for minor bad debts) compound release or do anything by virtue of which the collection and recovery of any of the debts may be impeded delayed or prevented otherwise than for the purpose of getting in and realising them in the ordinary course of business and/or for the purpose of carrying on its business.
- e) in respect of the property pull down or remove all or any part of the buildings forming part thereof or sever unfix or remove any of the fixtures on the property nor (except for necessary repairs or the substitution of full value replacements) remove any plant or machinery from the property or change its use or develop it further.
- f) part with any interest or share possession or occupation of the property or any part thereof nor confer upon any person whatsoever any licence right or interest to occupy it or any part thereof.
- g) make or incur any expenditure or liabilities of any exceptional or unusual nature.

The floating charge under this debenture is a qualifying floating charge for the purposes of paragraph 14.2(a) of Schedule B1 to the Insolvency Act (as amended). Paragraph 14 of Schedule B1 to the Insolvency Act 1986 (as amended) shall apply to this debenture.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 04299508

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 4th JANUARY 2007 AND CREATED BY PICKWICK GROUP LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO REPUBLIC LIFE COMMON FUND (L) LIMITED ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 10th JANUARY 2007.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 17th JANUARY 2007.

[Handwritten signature]



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —