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COMPANIES FORM No. 395

RBS1300941 £20

395

Particulars of a mortgage or charge

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge.

CHFP025

Please do not write in this margin

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

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number

Name of company

*insert full name of Company

* MKM Holdings Limited

Date of creation of the charge

2 April 2002

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

Debenture

Amount secured by the mortgage or charge

1. All of 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)
2. All of the Bank's charges and commission and interest at the rates charged by the Bank from time to time.
3. All expenses (on a full indemnity basis) incurred by the Bank or any Receiver at any time in connection with the undertaking property and assets (including the Property) of the Company or the Company's Obligations or in taking or perfecting this Deed or in preserving, defending or enforcing the security created by this Deed or in exercising any power under this Deed or otherwise with interest from the date the expenses are incurred.

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

The Royal Bank of Scotland plc
36 St. Andrew Square
Edinburgh

Postcode EH2 2YB

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

Cobbetts
Ship Canal House
King Street
Manchester
M2 4WB

CSR R229

Time critical reference

For official Use
Mortgage Section

Post room



JMA
COMPANIES HOUSE

J9L7R98C

0355
08/04/02

Short particulars of all the property mortgaged or charged

1. By way of legal mortgage all the freehold and leasehold property vested in or charged to the Company.
2. By way of fixed charge all estates and interests in any freehold and leasehold property now and in the future vested in or charged to the Company except the property referred to in 1 above.
3. By way of fixed charge all the plant, machinery and fixtures and fittings of the Company present and future.
4. 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.
5. By way of fixed charge all the goodwill and uncalled capital of the Company present and future.
6. By way of fixed charge all stocks, shares and other securities of the Company present and future.

(Continued on form 395C)

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

C. Roberts

Date 5 April 2002

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 1
to Form No 395 and 410 (Scot)

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

Company Number

4364235

Name of Company

MKM Holdings Limited

Limited*

* delete if
inappropriate

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

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

....Continued

7. By way of fixed charge all intellectual property rights, choses in action and claims of the Company present and future and the proceeds of any insurance from time to time affecting the Property.

8. 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.

9. By way of fixed charge all book and other debts of the Company present and future and the proceeds of payment or realisation of each of them until the receipts of the proceeds from time to time into an account of the Bank in accordance with the terms of the Debenture.

10. By way of fixed charge all funds standing to the credit of the Company from time to time on any account with the Bank or any other bank or financial institution or organisation including all receipts from time to time paid into an account with the Bank pursuant to the terms of the Debenture.

11 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.

NB The Debenture contains a restriction that the Company will not without the prior written consent of the Bank create or permit to arise any mortgage, charge or lien over any of the property, assets and undertaking of the Company.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 04364235

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 2nd APRIL 2002 AND CREATED BY MKM HOLDINGS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE ROYAL BANK OF SCOTLAND plc ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 8th APRIL 2002.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 12th APRIL 2002.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

R. Parn