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COMPANIES FORM No. 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.

Pursuant to section 395 of the Companies Act 1985

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

Name of company

* Ingleby (1486) Limited ✓

Date of creation of the charge

22 April 2002 ✓

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

Debenture made between (1) Ingleby (1486) Limited and (2) Fortis Bank SA-NV UK Branch

Amount secured by the mortgage or charge

24
10
All past and/or future monies, obligations and liabilities whether actual or contingent, due owing or incurred in whatever currency denominated, whether on any banking or other account or otherwise, in any manner whatsoever (whether alone or jointly and in whatever style name or form and whether as principal or surety) when the same are due including all liabilities in connection with foreign exchange transactions, swap arrangements, issuing confirmation, accepting, endorsing, or discounting any notes or bills or under bonds, guarantees, indemnities, documentary or other credits or instruments whatsoever from time to time entered into by the Bank for or at the request of the Company, together with interest to the dated of payment at such rates and upon such terms as may from time to time be agreed and commission, discount, fees and other charges and all legal and other costs and expenses incurred by the Bank in relation to the Company or the assets hereby charged (together with VAT thereon).

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

Fortis Bank SA-NV UK Branch (the "Bank")
R/O Camomile Street
London ✓

Postcode EC3A 7PP

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

Eversheds
1 Royal Standard Place
Nottingham
NG1 6FZ
DX: 10031 Nottingham

1367.dh.362244

Time critical reference
13 May 2002

For official Use
Mortgage Section

Post room



A08
COMPANIES HOUSE

0507
02/05/02

Short particulars of all the property mortgaged or charged

1. By way of first legal mortgage, the freehold and leasehold property of the Company both present and future and by way of first fixed charge, all buildings and fixtures (including tenant's and trade fixtures) from time to time on any such property and all plant, machinery, vehicles, computers and office and other equipment of the Company both present and future (excluding stock in trade of the Company) (the "Properties").

2. By way of first fixed charge, all stocks, shares, bonds and securities of any kind whatsoever marketable or otherwise and all other interests including but not limited to loan capital of the Company both present and future, in any Company, firm, consortium or entity wheresoever situate including all allotments, accretions, offers, rights benefits and advantages whatsoever at any time accruing, offered or arising in respect of or incidental to the same and all stocks, shares, rights, money or property accruing thereto or offered at any time by way of conversion, redemption, bonus, preference, option or otherwise in respect thereof (the "Securities").

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)

Nil

Signed

E. V. V. V. V.

Date

30 April 2002

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge. (See Note 5)

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

† 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

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

3. By way of first fixed charge, all book debts and other debts, revenues and claims both present and future including things in action which may give rise to a debt, revenue or claim and including without limitation bank deposits and credit balances and the benefit of all rights and claims of any nature whatsoever against any lessees, licensees or other occupiers and against all guarantors and sureties for the obligations of such lessees or occupiers from time to time of the whole or any parts of any of the Properties due or owing or which may become due or owing to or purchased or otherwise acquired by the Company and the full benefit of all rights and remedies relating thereto including but not limited to any negotiable or non-negotiable instruments, guarantees, indemnities, debentures, legal and equitable charges and other security, reservation of property rights, rights of tracing liens and all other and remedies of whatsoever nature in respect of the same (the "Debts").

4. By way of first fixed charge, the uncalled capital, goodwill and all patents, patent applications, trade marks, domain names and service marks (whether registered or not) brand and trade names, registered designs, design rights and copyrights, computer programmes, inventions, confidential information, know-how and all other intellectual or intangible property or rights and all applications for any protection of any of the foregoing in any part of the world and all licences, agreements and ancillary and connected rights and benefits relating to the intangible property both present and future of the Company (the "Capital").

5. By way of first fixed charge, all present and future contracts or policies of insurance and assurance (including life policies) in which the Company now or hereafter has an interest and all moneys from time to time payable thereunder including any refund of any premium (the "Insurances").

6. By way of first floating charge, the undertaking and all other property, assets, rights, title and interest of the Company whatsoever and wheresoever, both present and future including but not limited to the stock in trade of the Company wheresoever and the heritable property and the whole of the property, assets and rights in Scotland which is or may be from time to time, while this Charge is in force, comprised in the property and the undertaking of the Company and the Properties, Securities, Debts, Capital and Insurances (if and in so far as the charges over them shall for any reason be ineffective as fixed charges).

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 04373761

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 22nd APRIL 2002 AND CREATED BY INGLEBY (1486) LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO FORTIS BANK SA-NV UK BRANCH ON ANY ACCOUNT WHATSOEVER 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 2nd MAY 2002.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 9th MAY 2002.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

*AP 1087
AB*