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COMPANIES FORM No. 395

395

Particulars of a mortgage or charge

CHWP000

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

Please do not write in this margin

Pursuant to section 395 of the Companies Act 1985

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

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

For official use

Company number

04646508

Name of company

* insert full name of Company

* Vitalis Limited

Date of creation of the charge

25th February 2005

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

Debenture

Amount secured by the mortgage or charge

ALL MONETARY AND OTHER PRESENT AND FUTURE LIABILITIES NOW OR HEREAFTER OWED OR INCURRED BY THE COMPANY TO OR IN FAVOUR OF THE CHARGEES ACTUAL OR CONTINGENT, LIQUIDATED OR UNLIQUIDATED, WHETHER INCURRED SOLELY OR JOINTLY WITH ANY OTHER PERSON, WHETHER ARISING IN OR BY CONTRACT, TORT, RESTITUTION, ASSIGNMENT OR BREACH OF STATUTORY DUTY AND WHETHER ARISING UNDER A FACTORING AGREEMENT OR OTHERWISE INCLUDING (BUT NOT LIMITED TO) ANY SUCH LIABILITY OF THE COMPANY ARISING FROM ANY ASSIGNMENT TO THE CHARGEES OF ANY INDEBTEDNESS INCURRED OR TO BE INCURRED BY THE COMPANY IN RESPECT OF ANY SUPPLY OF GOODS OR SERVICES TO THE COMPANY.

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

Potential Finance LimitedPotential House, 149-157 Kings RoadBrentwood, EssexPostcode CM14 4EG

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

As above

For official Use
Mortgage Section

Post room



A01
COMPANIES HOUSE

AD9YI34J

0448
26/02/05

Time critical reference

Short particulars of all the property mortgaged or charged

As per attached

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)

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

Signed



Date

25.02.05

On behalf of [company][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:-

Short particulars of all the property mortgaged or charged

1. BY WAY OF FIRST FIXED CHARGE:

- (i) ALL FREEHOLD AND LEASEHOLD LAND AND BUILDINGS OF THE COMPANY BOTH PRESENT AND FUTURE AND ALL FIXED PLANT AND MACHINERY FROM TIME TO TIME IN OR ON ANY SUCH LAND AND BUILDINGS;
- (ii) ALL GOODWILL AND UNPAID AND/OR UNCALLED CAPITAL OF THE COMPANY;
- (iii) ALL STOCKS SHARES AND SECURITIES AND DOCUMENTS EVIDENCING TITLE TO OR THE RIGHT TO POSSESSION OF ANY PROPERTY AT ANY TIME DEPOSITED WITH THE CHARGEES AND THE PROPERTY MENTIONED IN SUCH DOCUMENTS;
- (iv) ALL PATENTS, PATENT APPLICATIONS, TRADE MARKS, TRADE NAMES, REGISTERED DESIGNS, COPYRIGHTS, KNOWHOW, AND OTHER INTELLECTUAL PROPERTY RIGHTS AND ALL LICENCES AND ANCILLARY RIGHTS AND BENEFITS (INCLUDING ROYALTIES FEES AND OTHER INCOME DERIVING FROM THE SAME) NOW OWNED OR AT ANY TIME HEREAFTER TO BE OWNED BY THE COMPANY;
- (v) ANY BOOK DEBT AS DEFINED IN A FACTORING AGREEMENT BETWEEN THE COMPANY AND THE CHARGEES AND PURCHASED OR PURPORTED TO BE PURCHASED BY THE CHARGEES PURSUANT TO THAT AGREEMENT WHICH FAILS TO VEST ABSOLUTELY AND EFFECTIVELY IN THE CHARGEES FOR ANY REASON TOGETHER WITH THE PROCEEDS OF THAT BOOK DEBT;

Particulars as to commission allowance or discount

NONE

- (vi) ALL AMOUNTS NOW OR HEREAFTER OWING OR BECOMING DUE TO THE COMPANY BY THE CHARGEES ON ANY ACCOUNT INCLUDING (BUT NOT LIMITED TO) ANY AMOUNT RETAINED BY THE CHARGEES UNDER THE CONDITIONS OF THAT AGREEMENT;
 - (vii) ALL OTHER AMOUNTS NOW OR AT ANY TIME HEREAFTER OWING OR BECOMING DUE TO THE COMPANY ON ANY ACCOUNT WHATSOEVER TOGETHER WITH THEIR PROCEEDS AND THE RELATED RIGHTS PERTAINING TO THEM.
2. BY WAY OF FLOATING CHARGE:
THE UNDERTAKING AND ALL THE PROPERTY OF THE COMPANY OTHER THAN THE PROPERTY SPECIFIED IN PARAGRAPH 1 ABOVE AND THE PROPERTY SO SPECIFIED TO THE EXTENT THAT THE CHARGES OR ANY OF THEM OR ANY PART OF THEM SHALL BE INEFFECTIVE FOR ANY REASON AS A FIXED CHARGE.

RESTRICTIONS:

THE COMPANY COVENANTS WITH THE CHARGEES *INTER ALIA* THAT IT WILL NOT WITHOUT THE PRIOR CONSENT OF THE CHARGEES SELL, PART WITH POSSESSION OF OR OTHERWISE DISPOSE OF ANY OF THE CHARGED PROPERTY NOR, EXCEPT AS EXPRESSLY PROVIDED FOR IN THE CHARGE EXCHANGE, COMPOUND, SET OFF, GRANT TIME OR INDULGENCE IN RESPECT OF ANY OF THE CHARGED PROPERTY NOR ENTER INTO ANY FACTORING OR DISCOUNTING AGREEMENT OR ANY OTHER AGREEMENT FOR THE SALE AND PURCHASE OF DEBTS EXCEPT WITH THE CHARGEES NOR CREATE OR PERMIT TO SUBSIST ANY ENCUMBRANCE OR TRUST WHICH AFFECTS OR MAY AFFECT THE CHARGED PROPERTY OR ANY PART OF IT.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 04646508

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 25th FEBRUARY 2005 AND CREATED BY VITALIS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO POTENTIAL FINANCE LIMITED 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 26th FEBRUARY 2005.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 2nd MARCH 2005.

P 01/04



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES