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

\*insert full name  
of company

COMPANIES FORM NO. 395

343553/13

395

## Particulars of a mortgage or charge

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

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

For official use

Company number

T T T T  
L L L L 4

04655461

Name of company

\* Aspinall's (Newcastle) Limited (the "Company")

Date of creation of the charge

21 June 2007

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

Debenture (the "Debenture")

Amount secured by the mortgage or charge

All the Company's liabilities to National Westminster Bank Plc (the "Bank") of any kind and in any currency (whether present or future actual or contingent and whether incurred alone or jointly with another) including banking charges, commission, interest (as defined in the Debenture), costs and Expenses (as defined in the Debenture)

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

National Westminster Bank Plc

135 Bishopsgate

London

Postcode EC2M 3UR

Presentor's name address and  
Reference (if any)  
Our ref

Mayer, Brown, Rowe & Maw LLP  
11 Pilgrim Street  
London EC4V 6RW

Time critical reference

For official Use  
Mortgage Section

Post room

MONDAY



LD6

\*L4C4WR3V\*

09/07/2007

335

COMPANIES HOUSE

M395

Short particulars of all the property mortgaged or charged

See separate schedule

Please do not  
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Please complete  
legibly, preferably  
in black type, or  
bold block lettering

Particulars as to commission allowance or discount (note 3)

Nil

A fee of £13 is payable  
to Companies House in  
respect of each registrar  
entry for a mortgage or charge

(See Note 5)

For National Westminster Bank Plc

Signed Mary Burt Date 9 July 2007

Duly Authorised Official

2051

On behalf of 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, DX 33050 Cardiff  
M395

## **Schedule to form M395**

### **Short particulars of the property mortgaged or charged**

- 1 By way of legal mortgage all the freehold and leasehold property now vested in or charged to the Company,
- 2 By way of fixed charge:-
  - (i) all estates or 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 paragraph 1;
  - (ii) all fixtures and fittings from time to time attached to any freehold and leasehold property of the Company,
  - (iii) all the plant and machinery vehicles and computer equipment of the Company present and future not regularly disposed of in the ordinary course of business and all associated warranties and maintenance contracts;
  - (iv) all furniture furnishings equipment tools and other chattels of the Company present and future not regularly disposed of in the ordinary course of business,
  - (v) all rents receivable from any lease granted out of any freehold and leasehold property of the Company,
  - (vi) all the goodwill of the Company present and future;
  - (vii) all the uncalled capital of the Company present and future;
  - (viii) all stocks shares and other securities held by the Company from time to time in any subsidiary and all income and rights derived from or attaching to the same;
  - (ix) all intellectual property rights (including, without limitation, all rights in patents inventions copyrights design rights trademarks service marks database rights confidential information know-how domain names and business names) choses in action licences and claims of the Company present and future and the insurance policies and proceeds of any insurance from time to time affecting any of the charged property,
  - (x) 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,
  - (xi) all book debts and other debts of the Company present and future and the proceeds of payment or realisation of each of them until the receipt of the proceeds from time to time into and account in accordance with Clause 4.1 of the Debenture, and
  - (xii) 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 in accordance with Clause 4.1 of the Debenture provided that the Bank may without prejudice to the Debenture permit the Company to make withdrawals from time to time.

- 3 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 or any other security present or future held by the Bank

Note

- A The Debenture contains covenants by the Company with the Bank -
- (a) Not without the previous written consent of the Bank or otherwise expressly permitted by any Finance Document (as defined in the Debenture) to create or permit to arise any mortgage charge or lien on any of the Company's property nor to dispose of any of the Company's property except that the property subject to the floating charge may be disposed of in the ordinary course of business
  - (b) Not without the previous written consent of the Bank or otherwise expressly permitted by any Finance Document (as defined in the Debenture) to grant or accept a surrender of any lease or licence of or part with or share possession or occupation of the Company's freehold and leasehold property or any part of it
  - (c) At its own cost at the Bank's request to execute any deed or document and take any action required by the Bank to perfect the security or further to secure on the Property (as defined in the Debenture) the Company's Obligations (as defined in the Debenture)
- B The Debenture gives the Bank power to appoint an Administrator of the Company

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## CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No 04655461

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 21st JUNE 2007 AND CREATED BY ASPINALL'S (NEWCASTLE) LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO NATIONAL WESTMINSTER BANK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 9th JULY 2007

GIVEN AT COMPANIES HOUSE, CARDIFF THE 17th JULY 2007

*P. Cern*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*

— for the record —