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

*insert full name
of Company

COMPANIES FORM No. 395

198891/26

Particulars of a mortgage or charge

395

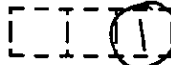
A fee of £13 is payable to Companies House in respect
of each register entry for a mortgage or charge.

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number



04843193 ✓

Name of company

* Michael Woods Associates Limited

Date of creation of the charge

8 April 2009,

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

Composite Debenture

Amount secured by the mortgage or charge

All monies obligations and liabilities which may now or at any time hereafter may be or become due owing or incurred to the chargee by Michael Woods Holdings Limited under or in respect of clause 5.8 of the Sale Purchase Agreement made between (1) Michael John Woods and Frances Elizabeth Woods and (2) Michael Woods Holdings Limited and (3) Michael Woods Associates Limited dated on the same date as the Composite Debenture relating to the sale and purchase of the entire share capital of Michael Woods Associates Limited together with interest to date of payment and other charges whether before or after any demand made or judgement obtained.

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

MICHAEL JOHN WOODS and FRANCES ELIZABETH WOODS each of Overlea House, Crickham, Wedmore, Somerset

Postcode BS2 4JZ

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

Alston Ashby
25 Military Road
Chatham
Kent
ME4 4JG

CA

Time critical reference

For official Use (02/00)
Mortgage Section

Post room

THURSDAY



A0287999

A19

23/04/2009

71

COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

1. By way of specific equitable charge all estates or interest in any freehold and leasehold property now and at any time during the continuance of this security belonging to or charged to the Company and/or the proceeds of sale thereof;
2. By way of specific charge all stocks shares and/or other securities now and at any time during the continuance of this security belonging to the Company in any of its subsidiary companies or any other company and all dividends and other rights in relation thereto;
3. By way of specific charge all book debts and other debts and the benefit of all rights relating thereto now and from time to time due or owing to the Company;
4. By way of specific charge the Company's goodwill and the benefit of any licences; and
5. By way of floating security the Company's undertaking and all its property assets and rights whatsoever and wheresoever present and/or future including those for the time being charged by way of specific charge pursuant to the foregoing paragraphs if and to the extent that such charges as aforesaid shall fail as specific charges but without prejudice to any such specific charges as shall continue to be effective.

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)

Signed



Date

8 April

2009

On behalf of ~~XXXXXXXXXXXX~~ (chargee) †

A fee 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 A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge. Cheques and Postal Orders must be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is: Companies House, Crown Way, Cardiff CF14 3UZ



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. 4843193
CHARGE NO. 1**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A COMPOSITE DEBENTURE DATED
8 APRIL 2009 AND CREATED BY MICHAEL WOODS
ASSOCIATES LIMITED FOR SECURING ALL MONIES DUE OR
TO BECOME DUE FROM THE COMPANY TO MICHAEL JOHN
WOODS AND FRANCIS ELIZABETH WOODS 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
23 APRIL 2009

GIVEN AT COMPANIES HOUSE, CARDIFF THE 28 APRIL 2009

