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COMPANIES FORM No. 395

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.

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



5700065

Name of company

* ROSSENDALES COLLECT LIMITED

Date of creation of the charge

21 March 2007

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

OS
Debenture relating to Loan Notes made between (1) Rossendales Collect Limited ("the Company") and (2) Michael Coatman ("the Original Noteholder") dated March 2007 ("the Debenture")

Amount secured by the mortgage or charge

The principal amount outstanding from the Company to the Noteholders pursuant to the terms of the Loan Notes issued to the Noteholders pursuant to the Loan Instrument (defined below) ("Notes") together with interest thereon (as well after as before judgment or demand) and all proper and reasonable costs and expenses incurred by the Noteholders in enforcing the security created by it.

"Loan Note Instrument" means a loan note instrument of even date creating £1,771,626 fixed rate secured loan notes in the capital of the Company.

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

Michael Coatman of Jolly Hall Farm, Haslingden Old Road, Rawtenstall

Postcode BB4 8TY

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

Mace & Jones
Pall Mall Court
61-67 King Street
Manchester
M2 4PD

Time critical reference

For official Use (06/2005)
Mortgage Section

FRIDAY



A13
AN0HT03Y
23/03/2007
COMPANIES HOUSE
493

Short particulars of all the property mortgaged or charged

with full title guarantee:

1. By way of a legal mortgage, all freehold and leasehold property (including but without limitation those listed in Schedule 1 (to the Debenture) now vested in the Company, together with all buildings, fixtures (including trade fixtures) and fixed plant and machinery from time to time on that property and the proceeds of sale of any part of that property.
2. By way of a fixed charge, all estates or interests in any freehold and leasehold property of the Company (not being Property charged by clause 1 above) now and in the future vested in the Company, together with all buildings, fixtures (including trade fixtures) and fixed plant and machinery from time to time on that property and the proceeds of sale of any part of that property.
3. By way of fixed charge, all the goodwill and uncalled capital for the time being of the Company.
4. By way of fixed charge, all book debts and other debts now and in the future due or owing to the Company.

Please do not
write in
this margin

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

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Particulars as to commission allowance or discount (note 3)

Signed Mace & Jones /

Date 22.03.07

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 situated 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

Addendum 1/4

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

Addendum 2/4

2. Amount due or owing on the mortgage or charge (continued)

Addendum 3/4

3. Names, addresses and description of the mortgages or persons entitled to the charge (continued)

Addendum 4/4

4. Short particulars of all the property mortgaged or charged (continued)

5. By way of fixed charge, all intellectual property rights, choses in action and claims now and in the future belonging to the Company.

6. By way of fixed charge all equipment, tools, machinery, vehicles, furniture and other tangible moveable property now and in the future belonging to the Company.

7. By way of fixed charge all funds standing to the credit of the Company from time to time on any account at any bank or financial institution including receipts from time to time paid into such account provided that the Noteholder may, without prejudice to the Debenture permit the Company to make withdrawals from time to time.

8. By way of assignment to the Noteholder all rights, title and interest of the Company in and to any present or future policies of insurance or assurance (including, without limitation, any insurance relating to any property, plant or machinery) and any claims it receives thereunder; and

9. By way of floating charge, all the Company's present and future undertaking and assets, whatever and wherever, including (without limitation) all other property and assets not subject to a fixed charge under the Debenture.

Company number

5700065

Name of company

*insert full name
of Company

* ROSSENDALES COLLECT LIMITED

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 05070065

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 21st MARCH 2007 AND CREATED BY ROSSENDALES COLLECT LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE NOTEHOLDERS 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 23rd MARCH 2007.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 29th MARCH 2007.



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES