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legibly, preferably
in black type, or
bold block lettering

*insert full name
of Company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

00466074

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



05204672

Name of company

* **INVESTORS IN PRIVATE CAPITAL LIMITED**, 25 Harley Street, London W1G 9BR
(the **Company**)

Date of creation of the charge

30 October 2008

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

a debenture (the **Debenture**)

Amount secured by the mortgage or charge

All sums owing under and pursuant to

- (a) a loan agreement dated 30 October 2008 and made between (1) the Company and (2) the Bank (as defined below) (the **Loan Agreement**),
- (b) such Debenture, and
- (c) any other document executed to guarantee and/or secure any amounts owing under the Facility Agreement

(as each of those documents may from time to time be amended, varied or supplemented)

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

BARCLAYS BANK PLC, 1 Churchill Place, London, United Kingdom (the **Bank**)

Postcode **E14 5HP**

Presentor's name address and
reference (if any)

Norton Rose LLP
3 More London Riverside
London
SE1 2AQ

AMDA / LN19552 / 8564029

Time critical reference

For official Use (06/2005)

Mortgage Section

Post room

TUESDAY



LD3

LFGOG4J7

04/11/2008

210

COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

The Company charges, by way of first floating charge, its undertaking and all its present and future property, assets and rights, privilege, power or immunity, or any interest or remedy, of any kind, whether it is personal or proprietary (the **Charged Assets** and each a **Charged Asset**)

No Security (as defined therein) will exist over, or in relation to, any Charged Asset other than Permitted Security (as defined therein)

There will be no disposal, including any transfer or other disposal of an asset or of an interest in an asset, or the creation of any right, privilege, power or immunity, or any interest or remedy, of any kind, whether it is personal or proprietary, over an asset in favour of another person, but not the creation of Security of any Charged Asset otherwise than for market value in the ordinary course of trading of the Company

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)

NIL

Signed Norton Rose LLP

Date 4 November 2008

On behalf of ~~XXXXXX~~ [mortgagee/chargee] [†] Norton Rose LLP

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. 5204672
CHARGE NO. 2**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A DEBENTURE DATED 30 OCTOBER
2008 AND CREATED BY INVESTORS IN PRIVATE CAPITAL
LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME
DUE FROM THE COMPANY TO BARCLAYS BANK PLC 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 4 NOVEMBER 2008

GIVEN AT COMPANIES HOUSE, CARDIFF THE 6 NOVEMBER
2008



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES