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CHFP025

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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

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



05332261

Name of company

\* The HPower Group Limited

Date of creation of the charge

19 September 2005

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

5  
Debenture

Amount secured by the mortgage or charge

6  
all or any monies and liabilities which are from time to time (and whether  
on or at any time of demand) due owing or incurred in whatsoever manner to  
the Chargee by the Company whether or not originally owed to the Chargee  
and whether owed jointly or severally or as principal or surety or in any  
other capacity including all accrued interest together with all associated  
costs and expenses which the Chargee may incur ("the Secured Liabilities")

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

7  
Cadogan Developments Limited  
The Old Coroner's Court No 1 London Street Reading Berkshire

Postcode RG1 4QW

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

Field Seymour Parkes  
The Old Coroner's Court, 1  
London Street, PO Box 174,  
Reading, Berkshire, RG1 4QW

4/PG/31772/005 #2739471 V.1

Time critical reference

For official Use (02/00)  
Mortgage Section

Post room



A10  
COMPANIES HOUSE

0079  
27/09/05

Short particulars of all the property mortgaged or charged

Please see attached schedule

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

01  
95

Particulars as to commission allowance or discount (note 3)

N/A

Signed

*Field Seymour Paves*

Date 26 September 2005

On behalf of [company] [mortgagee/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

### Schedule to Form 395

The Company as continuing security for the payment of the Secured Liabilities charges with full title guarantee:-

- 1.1 by way of first legal mortgage all freehold and leasehold property owned by the Company at the date of the Debenture (including but not limited to the Property (as detailed in the Debenture));
- 1.2 by way of first equitable mortgage all interest of the Company in any freehold and leasehold property acquired by the Company after the date of the Debenture
- 1.3 by way of first fixed charge:-
  - 1.3.1 all buildings fixtures and fittings (including trade fixtures and fittings) and fixed plant and machinery from time to time on or in the Property;
  - 1.3.2 all other plant and machinery equipment fittings tools computers vehicle furniture and other tangible property;
  - 1.3.3 all rights in any intellectual property or similar rights including (without limitation) all patents designs copyrights design rights trade marks service marks know how software computer rights and programmes disk and all applications for registration of any of the foregoing and confidential information;
  - 1.3.4 all stocks shares and/or other securities now and at any time during the continuance of this security held by the Company in any company (including in any subsidiary of the Company);
  - 1.3.5 its goodwill and uncalled capital;
  - 1.3.6 the benefit of any licenses held by or on behalf of the Company;
  - 1.3.7 all rights interest and claims under all policies of insurance and assurance held or to be held by or insuring for the benefit of the Company together with all choses in action and other claims whether under contract or otherwise to which the Company may be entitled;
  - 1.3.8 all book debts and other debts now and from time to time due and owing to the Company and all proceeds thereof;
  - 1.3.9 all or any monies and credit balances from time to time with the mortgagee or any bank or other financial institution or organisation;
  - 1.3.10 all other existing and future property of the Company not charged in Clauses 1.3.1 to 1.3.9 inclusive of the Debenture of the Company;
- 1.4 by way of first floating charge the whole of its undertaking and property assets and rights whatsoever and wheresoever situate present and/or future to the extent not mortgaged charged or assigned under Clauses 3.1.3 to 3.1.4 of the Debenture.

FILE COPY



## CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 05332261

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 19th SEPTEMBER 2005 AND CREATED BY THE HPOWER GROUP LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO CADUGAN DEVELOPMENTS LIMITED WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 27th SEPTEMBER 2005.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 29th SEPTEMBER 2005 .

*P. Par*



*Companies House*

— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES