



CHFP041

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in black type or
bold block
lettering

* Insert full name
of company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

395

**A fee of £10 is payable to Companies House in respect of
each register entry for a mortgage or charge.**

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

For official use Company number



05410446

Name of company

* Equity for Growth (Securities) Limited (the "Company")

Date of creation of the charge

29 October 2008

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

Debenture (the "Debenture") between the Company and Oakland Global Invest
Limited (the "Lender")

Amount secured by the mortgage or charge

All moneys and the discharge of all all obligations and liabilities,
whether actual or contingent, now or hereafter due, owing or incurred or
to be incurred to the Lender by the Company, in whatever currency
denominated, whether on any current or other account or otherwise in any
manner whatsoever (whether alone or jointly and in whatever style, name
or form and whether as principal or surety and whether or not the Lender
shall have been a party to the original transaction),

(See continuation sheet 2)

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

Oakland Global Invest Limited
Baarerstrasse
10 Postfach 1230
6301 Zug

Postcode

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

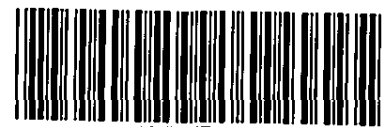
Howard Kennedy
19 Cavendish Square
London
W1A 2AW
DX 42748 Oxford Circus
Nortn

Time critical reference

For official use
Mortgage section

Post room

SATURDAY



AJVYR4N4

A36

08/11/2008

435

COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

1. As a continuing security for the payment and discharge of the Secured Liabilities the Company charges to the Lender

1.1. by way of legal mortgage and fixed charge, all Land,

1.2. by way of fixed charge, all other Land belonging or charged to the Company;

1.3 by way of fixed charge, all buildings and fixtures (including trade fixtures) on its Land and all options in respect of such Land,

1.4 by way of fixed charge, all plant, machinery, vehicles, computers and equipment belonging to or in the possession of the Company,

1.5 by way of fixed charge, all Investments and Investment Rights,

1.6 by way of fixed charge, all of its rights in respect of all moneys standing to the credit of any bank or other account with any person and the debts represented by them,

(See continuation sheet 1)

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A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge (See Note 5)

Particulars as to commission allowance or discount (note 3)

Nil

Signed *Harold Kennedy*

Date 7/11/08

On behalf of ~~[company]~~ [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 CF4 3UZ

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Particulars of a mortgage or charge (continued)

Continuation sheet No 1
to Forms Nos 395 and 410 (Scot)

Company number

05410446

Please complete
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Name of company

Equity for Growth (Securities)

Limited*

*Delete if
inappropriate

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

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

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including all liabilities in connection with foreign exchange transactions, accepting, endorsing or discounting notes or bills, or under bonds, guarantees, indemnities, documentary or other credits or any instruments whatsoever from time to time entered into by the Lender for, or at the request of, the Company, together with interest to date of payment at such rates and upon such terms as may from time to time be agreed, commission, fees and other charges and all legal and other costs, charges and expenses incurred by the Lender in relation to the Company or the Security Assets on a full indemnity basis (the "Secured Liabilities").

Please complete
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Please do not write Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)
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Please complete
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Short particulars of all the property mortgaged or charged (continued)

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1.7 by way of fixed charge, all of its book and other debts, all other moneys due and owing to it and the benefit of all rights, securities or guarantees of any nature enjoyed or held by it in relation to any of the foregoing,

1.8 by way of fixed charge, all of its rights in respect of the proceeds of any order of the court made pursuant to Sections 238(3), 239(3) or 244 of the Insolvency Act 1986,

1.9 by way of fixed charge, all uncalled capital and goodwill of the Company,

1.10 by way of fixed charge, all Intellectual Property of the Company and all rights and remedies in respect thereof;

1.11 by way of fixed charge, the benefit of all licences, consents and authorisations (statutory or otherwise) held in connection with any Security Asset, the Company's business or the use of any Security Asset specified in any other sub-clause in this Paragraph 1 and the right to recover and receive all compensation which may be payable to the Company in respect of them;

1.12 by way of fixed charge, any agreement to which the Company is a party or is entitled to or benefit from, to the extent that it is not subject to any fixed security created under any other term of the Debenture.

2. As a continuing security for the payment and discharge of the Secured Liabilities the Company assigns absolutely to the Lender the benefit of all insurance policies effected by or for the benefit of the Company (including return of premiums).

3 As a continuing security for the payment and discharge of the Secured Liabilities the Company charges to the Lender by way of floating charge, all the Company's property, rights, assets and undertaking not otherwise effectively mortgaged, charged or assigned by way of fixed mortgage or charge or assignment by the Debenture, including any of its property, rights, assets and undertaking situated in Scotland

4. The floating charge created by Paragraph 3 is intended to be a qualifying floating charge for the purpose of paragraph 14 of Schedule B1 to the Insolvency Act 1986

5 Not (without the Lender's prior written consent) part with possession, transfer, sell, lease or otherwise dispose of the Security Assets or attempt or agree so to do (except in the case of stock in trade charged by way of floating charge only which may be sold at market value in the usual course of trading as now conducted and for the purpose of carrying on the Company's business)

6 Save for the Security Interests granted by this Debenture, not create, purport to create or permit to subsist any Security Interest (except a lien arising by operation of law in the ordinary course of trading) over the Security Assets or any interest therein

(See continuation sheet 2)

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Particulars of a mortgage or charge (continued)

Continuation sheet No 2
to Forms Nos 395 and 410 (Scot)

Company number

05410446

Please complete
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Name of company

Equity for Growth (Securities)

Limited*

*Delete if
inappropriate

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

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

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

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6 Terms used in this Form 395 are defined as follows

"Intellectual Property" includes patents, patent applications, inventions, trade marks, service marks, trade names, registered designs, design rights, copyrights, know-how, processes and all other intellectual property rights and all licences and ancillary rights and benefits, including all royalties, fees and other income deriving from the same,

"Investments" means all shares, stocks, debentures, bonds or other securities and investments owned by the Company or in which the Company has an interest,

"Investment Rights" means any dividend or interest paid or payable in relation to any Investments and any rights, money or property accruing or offered at any time in relation to any Investments by way of redemption, substitution, exchange, bonus or preference, under option rights or otherwise,

"Land" includes freehold or leasehold property and any estate or interest in land,

"Security Assets" means all assets of the Company the subject of any security created by the Debenture, and

"Security Interest" means any mortgage, pledge, lien, charge, assignment, hypothecation or security interest or any other agreement or arrangement having this effect of conferring security or a priority in right of payment



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. 5410446
CHARGE NO. 1**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A DEBENTURE DATED 29 OCTOBER
2008 AND CREATED BY EQUITY FOR GROWTH (SECURITIES)
LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME
DUE FROM THE COMPANY TO OAKLAND GLOBAL INVEST
LIMITED ON ANY ACCOUNT WHATSOEVER WAS REGISTERED
PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT
1985 ON THE 8 NOVEMBER 2008

GIVEN AT COMPANIES HOUSE, CARDIFF THE 11 NOVEMBER
2008

pl/cv



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES