

# M

CHFP041

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\* Insert full name  
of company

COMPANIES FORM No. 395

## Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

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

094336/52

# 395

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

For official use Company number

Name of company

\* Find Portal Limited (the "Company")

2

05442706

Date of creation of the charge

20th May 2005

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

Debenture between the Company and The Governor and Company of the Bank of  
Scotland (the "Bank")

Amount secured by the mortgage or charge

all or any monies and liabilities which will from time to time (and  
whether on or at any time after demand) be due, owing or incurred in  
whatsoever manner to the Bank by the Company, whether actually or  
contingently, solely or jointly and whether as principal or surety and  
whether or not the Bank shall have been an original party to the relevant  
transaction, and including interest, discount, commission and other  
lawful charges or expenses which the Bank may in the course of its  
business charge or incur in respect of any of those matters or for  
keeping the Company's account, and so that interest shall be computed and  
compounded according to the Bank's usual rates and practice as well after  
as before any demand made or decree obtained under the Debenture.

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

The Governor and Company of the Bank of Scotland  
Corporate Banking  
2nd Floor, Citymark  
150 Fountainbridge, Edinburgh

Postcode EH3 9PE

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

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

Time critical reference  
SC4/015143.00110

For official use  
Mortgage section

Post room



A40  
COMPANIES HOUSE

0474  
27/05/05

Com 395-1/2

**Short particulars of all the property mortgaged or charged**

1 by way of legal mortgage all estates or interests in the freehold and leasehold property (including the property described in the Schedule to the Debenture together with all present and future buildings, fixtures (including trade and tenant's fixtures), plant and machinery which are at any time on the property;

2 by way of fixed charge:-

2.1 all estates or interests in any freehold or leasehold property belonging to the Company now or at any time after the date of the Debenture (other than the property charged by way of legal mortgage) together with all buildings, fixtures (including trade and tenant's fixtures), plant and machinery which are at any time on the property;

2.2 all present and future interests of the Company in or over land or the proceeds of sale of it and all present and future licences of the Company to enter upon or use land and the benefit of all other agreements relating to land to which it is or may become party or otherwise entitled and all fixtures (including trade and tenant's fixtures), plant and machinery which are at any time on the property charged under the Debenture;

2.3 all present and future plant and machinery not otherwise charged under

(See Continuation Sheet 1)

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register entry for a  
mortgage or  
charge.  
(See Note 5)

Particulars as to commission allowance or discount (note 3)

Nil

Signed Howard Kennedy

Date 25/05/05

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

05442706

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Name of company

Find Portal

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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Please do not write in this margin Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)

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the Debenture and all the Company's other present and future chattels (excluding any for the time being forming part of the Company's stock in trade or work in progress);

2.4 all present and future stocks, shares and other securities owned (at law or in equity) by the Company and all rights and interests accruing or offered at any time in relation to them;

2.5 all rights and interests in and claims under all policies of insurance and assurance held or to be held by or insuring to the benefit of the Company and the benefit of all rights and claims to which the Company is now or may be entitled under any contracts;

2.6 all patents, patent applications, trade marks, trade mark applications, trading names, brand names, service marks, copyrights, rights in the nature of copyright, moral rights, inventions, design rights, registered designs, all trade secrets and know-how, computer rights, programmes, systems, tapes, disks, software, all applications for registration of any of them and other intellectual property rights held or to be held by the Company or in which it may have an interest and the benefit of all present and future agreements relating to the use of or licensing or exploitation of any such rights (owned by the Company or others) and all present and future fees, royalties or similar income derived from or incidental to any of the foregoing in any part of the world;

2.7 all the Company's goodwill and uncalled capital for the time being;

2.8 all present and future book and other debts and monetary claims of the Company whether payable now or in the future and the benefit of all present and future rights and claims of the Company against third parties relating to them and capable of being satisfied by the payment of money (save as described under paragraph 2.5); and

2.9 all present and future bank accounts, cash at bank and credit balances of the Company with any bank or other person whatsoever and all rights relating or attaching to them (including the right to interest);

3. by way of floating charge all the whole of the property (including uncalled capital) which is or may be from time to time comprised in the property and undertaking of the Company (the "Assets") not effectively otherwise charged by the Debenture, including (without limitation) any immovable property of the Company in Scotland and any Assets in Scotland falling within any of the types mentioned in paragraph 2.

4. The Debenture provides that the Bank may at any time, by notice to the Company, immediately convert the floating charge described in paragraph 3 into a fixed charge over any Assets specified in that notice and the floating charge will, without notice from the Bank, automatically be converted with immediate effect into a fixed charge:-

4.1 in respect of any Assets which become subject to a fixed charge in favour of any other person;

4.2 in respect of all the Assets charged under paragraph 3 if and when the Company ceases to carry on business or to be a going concern; and

4.3 in respect of all Assets on the making of an order for the compulsory winding-up of the Company or on the convening of a meeting for the passing of a resolution for the voluntary winding-up of the Company or on the presentation of a petition for the making of an administration order in relation to the Company or on the presentation of an application for a warrant of execution, writ of fieri facias, garnishee order or charging order; and

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

05442706

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Name of company

Find Portal

Limited\*

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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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Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)

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

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4.4 Paragraph 14 of Schedule B1 to the Insolvency Act 1986 (incorporated by Schedule 16 to the Enterprise Act 2002) shall apply to any floating charge created pursuant to the Debenture.

5. In the Debenture the Company agrees that:-

5.1 it will not without the previous written consent of the Bank:-

5.1.1 create or attempt to create or permit to subsist any mortgage, charge, lien (other than a lien arising in the ordinary course of business by operation of law) or encumbrance on any Asset charged under the Debenture; or

5.1.2 sell, transfer, assign, factor, lease or otherwise dispose of or part with possession in any way of all or any of its Assets (other than any Assets the subject of a floating charge (but not any fixed charge or mortgage) on arms length terms in the ordinary course of trading); or

5.1.3 in any way dispose of the equity of redemption of any such Asset or any interest in any such Asset;

5.1.4 grant any lease of, part with possession or share occupation of, the whole or any part of any of its properties or confer any licence, right or interest to occupy or grant any licence or permission to assign, under-let or part with possession of the same in any way which is likely to have a material and adverse effect upon the value of its properties.

6. The property described in the Schedule to the Debenture is:

County and District (or London Borough)	Title No.(s) (if registered land)	Address or Description
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--- NONE SPECIFIED ---

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## CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 05442706

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 20th MAY 2005 AND CREATED BY FIND PORTAL LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND ON ANY ACCOUNT WHATSOEVER 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 27th MAY 2005.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 1st JUNE 2005.

P DMU



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*

— for the record —